MARVEL

the AMAZING SPIDER-MAN®

C.VESS·

THE COMPLETE ALIEN COSTUME SAGA
BOOK 2

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PREVIOUSLY...
Spider-Man was transported to the patchwork planet called Battleworld alongside many of Earth's most powerful heroes and villains, where they were forced into combat for the enlightenment of the nigh-omnipotent Beyonder. His costume damaged, Spider-Man received a new black-and-white suit from what he thought was an alien costume-making machine. Spider-Man was amazed at this new costume's ability to move and respond to his thoughts. The suit could even alter its appearance to resemble street clothes! When these "Secret Wars" ended, Spidey returned home to New York City, retaining his new costume.

Back on Earth, Peter reunited with his girlfriend, impetuous reformed burglar the Black Cat, who had been searching high and low for him since his abduction to Battleworld. To keep pace with Spider-Man, the Cat had secretly brokered a deal for superhuman abilities, including bad-luck powers — a deal that indebted her to Wilson Fisk, the Kingpin of Crime. Unaware of Cat's new abilities, Spidey was impressed how adroitly she tussled with the immoveable mutant, the Blob. Meanwhile, Aunt May's disappointment at learning of Peter's recent withdrawal from graduate school led to a terrible rift between Peter and his beloved Aunt.

On assignment for the Daily Bugle, Peter helped catch a corrupt quarterback who was colluding with the Rose, a new masked mobster — but Spider-Man's fearsome new foe the Hobgoblin reclaimed his Battle Van, previously sunk in the Hudson River, while Spidey was distracted by pumpkin-headed mercenary Jack O'Lantern. Spider-Man and the new Captain Marvel teamed up to thwart the raving Dr. Eric Paulson from "preventing overpopulation" by wiping out billions of humans. Spidey and Starfox then rescued Captain Marvel, who had become stuck in her energy form, from another dimension. Spidey later clashed with jewel thief the Black Fox, who was being forced to steal by the Red Ghost and his Super-Apes.

While Peter grew frustrated that the Black Cat loved only his costumed Spider-Man identity, the Kingpin hired shrewd mercenary the Answer to investigate the Cat's bad luck powers. The Answer orchestrated a fake hostage situation — but while Spidey rescued the Cat, the Answer stole the body of cyborg gangster Silvermane from a morgue. Reanimated, the mindless Silvermane became the epicenter of gang violence that soon involved the Kingpin, the Rose and heroes Cloak and Dagger. Meanwhile, Peter grew increasingly lethargic as unbeknownst to him, his costume possessed his sleeping body for nocturnal web-slinging trips around the city.

The Rose hired Native American businessman Thomas Fireheart, aka the savage Puma, to assassinate Spider-Man. The Kingpin insisted that the Rose cancel the Puma's contract, but Spidey and the Puma clashed briefly — and Peter's ex-girlfriend Mary Jane Watson, hearing the battle from behind closed doors, finally revealed to Peter that she had known for years that he was Spider-Man.

While the Hobgoblin forged an alliance with the Rose, Spider-Man brought his costume to the Fantastic Four for testing — and Mr. Fantastic discovered that the costume was actually a living alien symbiote, which refused to come off! Using fire and a sonic gun, the FF eventually captured the symbiote, leaving Peter to return home wearing paper bag on his head for a mask. Now, the symbiotic costume is imprisoned at the Baxter Building, and Peter Parker's life can return to normal...or can it?

MARVEL TEAM-UP #146 **AND** *PETER PARKER, THE SPECTACULAR SPIDER-MAN ANNUAL #4* **BOTH OCCUR BETWEEN PAGES 10-11 OF** *AMAZING SPIDER-MAN #258*, **JUST BEFORE PETER DISCOVERS THE COSTUME IS A SYMBIOTE.**

Stan Lee PRESENTS: SPIDER-MAN® AND NOMAD™

HERO WORSHIP!

AGONIZED METAL, TWISTED INTO A CRUMPLED HEAP... SCATTERED SHARDS OF SHATTERPROOF WINDSHIELD...THE SPUTTERING CRACKLE OF BURNING ELECTRICAL WIRING...

...ALL BEAR WITNESS TO THE TRAGEDY THAT HAS OCCURRED ON THIS STREET CORNER TODAY...

AMBULANCE

NO USE, JESSE--DOOR'S STUCK TIGHT! WE'LL HAVE TO CUT IT OPEN!

TOM--LOOK! IT'S SPIDER-MAN!

CARY BURKETT WRITER / GREG LAROCQUE PENCILER / MIKE ESPOSITO INKER / DIANA ALBERS LETTERER / GEORGE ROUSSOS COLORIST / DANNY FINGEROTH EDITOR / JIM SHOOTER EDITOR-IN-CHIEF

STAND BACK, GUYS! I CAN GET THIS DOOR OFF A LOT FASTER THAN YOU CAN!

WOW! DID YOU SEE THAT?

BUT THE WAY HE MOVES-- IT'S SO CREEPY!

I THINK HE'S CUTE!

SALE!

DAN, HELP ME GET THE BACK BRACE ON THE VICTIM INSIDE!

WE REALLY APPRECIATE THIS, SPIDER-MAN! THE TIME YOU SAVED US MAY MEAN THE DIFFERENCE BETWEEN LIFE AND DEATH FOR THIS WOMAN!

SO THAT'S SPIDER-MAN...

AMONG THOSE WATCHING IS ONE WITH MORE THAN A PASSING CURIOUSITY IN SUPER-HEROES...

HE IS JACK MONROE-- A.K.A. NOMAD!

HE'S NO BIGGER THAN I AM... BUT, MAN, WOUDN'T I LOVE TO BE THAT STRONG!

AND THE WAY HE HANDLES HIMSELF ...SO TOGETHER ...SO SURE OF HIMSELF!

I'LL BET A GUY WITH HIS POWER DOESN'T HAVE A WORRY IN THE WORLD!...

2

"... NOT A CARE IN THE WORLD..."

GLAD I COULD HELP OUT THERE.

NICE TO BE ABLE TO HANDLE A SIMPLE JOB WITHOUT FOULING IT UP!

MY LUCK'S BEEN SO UNBELIEVEABLY BAD, I FEEL LIKE A WALKING JINX!

MAYBE IT'S JUST THAT I'VE BEEN FEELING SO TIRED LATELY.

OR MAYBE IT HAS SOMETHING TO DO WITH THIS COSTUME. IT'S WORKING OKAY NOW, BUT THE WAY IT WAS ACTING UP EARLIER HAD WE WORRIED.

AND NOW I'VE GOT ANOTHER PROBLEM-- MARY JANE!

TO THINK SHE'S KNOWN ALL ALONG PETER PARKER IS REALLY THE AMAZING, EXHAUSTED, SPIDER-MAN!*

*FOR THE LOWDOWN ON THESE EVENTS, CHECK OUT THIS MONTH'S **AMAZING** AND **SPECTACULAR SPIDER-MAN** MAGAZINES --DANNY

WHILE JUST AROUND THE CORNER FROM THE HAPLESS PETER PARKER...

DEKE! HEY DEKE, WAIT UP!

I WANNA GO TO THE MEETING WITH YOU GUYS! COME ON!

HOW MANY TIMES DO I GOTTA TELL YOU, TONY? YOU AIN'T A MEMBER OF THE ***BUTCHER DOGS!***

NOW BEAT IT! WE GOT IMPORTANT BUSINESS AND WE DON'T WANT A SNOT-NOSED BRAT ALONG!

JUST THEN...

HEY, HEY... WHAT D' WE GOT HERE?

WE GOT US ONE LONE JERK... WANDERING THROUGH OUR TURF! EMPTY OUT YOUR POCKETS, MAN!

LOOK, I--

NO, *YOU* LOOK, BUDDY-BOY, REAL CLOSE! MAKE TROUBLE AND YOU GET CUT, MAN... SEE!

THESE YO-YOS ARE A JOKE! BUT HOW CAN I HANDLE 'EM WITHOUT GIVING AWAY MY IDENTITY--?

LET HIM GO!

I MEAN NOW!

WHO'S THE HERO?

YOU MEAN WHO *WAS* THE HERO! LET'S TRASH 'IM!

ALL RIGHT! MAYBE THIS GUY AND ME TOGETHER--WITH A LITTLE SUBTLE USE OF MY SPIDER-STRENGTH--

NURRKK!

--CAN TAKE CARE OF THESE GUYS!

AGGGHH!

UGGG!

KWHAAMM

HEY! THE GUY'S PRETTY GOOD!

SPLIT! THE CREEP'S A PRO!

DUMB JERKS! I HOPE YOU *DIE!*

TONY-- COME ON!

DEKE SAW ME THROW THAT ROCK-- MAYBE NOW HE'LL CHANGE HIS MIND ABOUT LETTING ME JOIN THE GANG!

WHY THAT LITTLE TWERP-- HE ALMOST GOT ME!

BOY...THEY SURE START THEIR GOON-GANGS OFF YOUNG AROUND HERE!

I'M AFRAID YOU'RE RIGHT. THANKS FOR STEPPING IN LIKE THAT.

THOSE WE'RE SOME PRETTY SMOOTH MOVES...YOU'VE HAD GOOD TRAINING.

OH, HERE'S THE PACKAGE YOU DROPPED.

THANKS...IT'S COMMERCIAL ARTWORK I'M DELIVERING FOR AN ARTIST FRIEND OF MINE. I'M JACK MONROE. YOU OKAY?

PETER PARKER...AND I'M FINE, THANKS TO YOU. NOT MANY GUYS WOULD RISK THEIR NECKS TO HELP A STRANGER.

IT WASN'T TOTALLY UNSELFISH. THOSE GUYS WERE BLOCKING MY WAY--AND I CUT THROUGH THE ALLEY ON PURPOSE TO GET TO THE MOVIES ON TIME!

IT'S ONE OF MY ALL-TIME FAVORITES...A CLASSIC...A TRUE MASTERPIECE! SEE...

...THE GREAT *RIO BRAVO*-- THE DUKE'S BEST PICTURE! WITH WALTER BRENNAN, DEAN MARTIN, RICKY NELSON...

YEAH. I KNOW THE TV GUIDE LISTING BY HEART. BUT I'VE NEVER ACTUALLY SEEN IT!

RIO BRAVO

JOHN WAYNE

YOU'VE NEVER--?! OH, MAN, PETE--THEN YOU'VE GOTTA JOIN ME! YOU'RE IN FOR A TREAT YOU'LL NEVER FORGET!

SHORTLY...

SERIOUSLY, PETE... YOU'LL LOVE THIS PICTURE! BACK IN THE FIFTIES, WHEN IT WAS MADE, YOU COULD GO TO THE MOVIES AND JUST BE ENTERTAINED!

A LOT OF THESE NEW, MODERN FILMS SEEM STRANGE AND POINTLESS TO ME.

YOU'D GET ALONG GREAT WITH MY AUNT MAY! THE WAY YOU TALK, YOU'D THINK YOU WERE KICKING AROUND IN THE FIFTIES YOURSELF!

WHAT DO I SAY NOW? THE TRUTH--? "UH, YEAH, PETE, I WAS AROUND THEN, BUT I WAS CRYOGENICALLY FROZEN FOR YEARS BECAUSE THE SUPER-SOLDIER SERUM I TOOK WAS MAKING ME CRAZY--ONLY I'M OKAY NOW!" RIGHT.

HEY, LOOK... I DIDN'T MEAN TO SHAKE YOU UP! I WAS ONLY KIDDING!

TIME PASSES... FOR SOME SPENT IN PLEASANT COMPANIONSHIP--FOR OTHERS, IN BITTER LONELINESS...

MAN, IT'S NOT FAIR! THE WHOLE GANG'S GONE TO THE BIG MEETING, BUT DEKE STILL WON'T LET ME COME!

ADMIT IT, PETE! WASN'T THAT A GREAT FLICK? ESPECIALLY THE SCENE WERE THE DUKE WAS CORNERED ON THE STREET WITHOUT HIS RIFLE!

HEY! IT'S THEM! THE JERKS WHO TRASHED THE BUTCHER-DOGS!

YEAH... THIS IS MY CHANCE TO GET EVEN FOR THE REST OF THE GANG!

THEN MAYBE... MAYBE DEKE'LL CHANGE HIS MIND ABOUT LETTING ME JOIN!

CRASH! OUT OF THE SALOON DIVES "COLORADO" RICKY NELSON!

HE SCOOPS UP THE DUKE'S RIFLE AND FLIPS IT TO HIM, GOING FOR HIS OWN GUN AT THE SAME TIME!

KPOW! HE'S SO FAST, HE DROPS ONE OF THE BAD GUYS WHILE THE RIFLE IS STILL IN THE AIR!

THEN THE DUKE DROPS THE OTHERS-- AND COOLY BLOWS THE SMOKE OFF HIS IRON!

WHAT A GREAT SCENE!

HEY, COLORADO! YOU WANT YOUR "RIFLE" BACK?

HUH? OH YEAH... I GUESS I'D BETTER GET THIS DELIVERED BEFORE--

HEY!

IT'S THAT SAME KID FROM THE ALLEY!

COME BACK WITH THAT PACKAGE, BRAT! WHEN I GET MY HANDS ON YOU--!

OH NO! NOW WHERE'D HE GO?

I'VE GOT TO GET THAT PACKAGE BACK--STEVE SPENT DAYS WORKING ON THAT ART!

LOOK, JACK, IF WE SPLIT UP, MAYBE ONE OF US WILL RUN HIM DOWN! I'LL GO THIS WAY!

YEAH... GOOD IDEA!

PETE'S A GREAT GUY, BUT I'M GLAD TO GET AWAY FROM HIM FOR NOW!

I CAN GET THAT PACKAGE BACK A LOT EASIER WITHOUT HIM AROUND!

I REALLY LIKE JACK... IN SOME WAYS HE SORT OF REMINDS ME OF *ME!*

BUT I CAN GET THAT PACKAGE A LOT EASIER WITHOUT HIM AROUND!

IF THAT KID'S BRINGING MY PACKAGE TO THE GANG, LIKE I'LL BET HE'S GONNA--

--THEN I'D BETTER BE WEARING SOMETHING A LITTLE MORE FEAR--INDUCING!

THIS CONSTRUCTION SITE IS AS GOOD A PLACE AS ANY TO MAKE MY TRANSFORMATION!

WONDER WHAT THAT KID WOULD THINK IF HE KNEW THE ART IN THAT PACKAGE WAS DRAWN BY NONE OTHER THAN CAPTAIN AMERICA?--

--OR THAT IT'S GONNA BE CAP'S PARTNER *NOMAD* WHO'S GONNA GET IT BACK?!

IT SEEMS A LITTLE LIKE *OVERKILL* FOR SPIDER-MAN TO GO AFTER ONE LONE KID--

--BUT, THEN AGAIN FOLKS MIGHT WONDER WHAT PETER PARKER WAS DOING WALKING ON WALLS!

FROM UP HERE I SHOULDN'T HAVE ANY TROUBLE SPOTTING THE KID NO MATTER WHICH WAY HE RAN!

YEAH... TRASHCAN KNOCKED OVER-- AND THOSE KID-SIZED WET FOOTPRINTS WHERE HE RAN THROUGH THE PUDDLE--I'M ON THE RIGHT TRACK!

AH-*HA!* THERE'S MY PIGEON BELOW! HE'S CIRCLED AROUND ALMOST TO HIS STARTING POINT! CLEVER!

SNEAKY LITTLE BRAT--! THAT ROUTE DOUBLES RIGHT BACK THE WAY WE CAME!

BUT MAYBE I CAN CUT HIM OFF BY TAKING A SHORTCUT OVER THIS FENCE!

MY REGULAR STICKEY WEB WOULD KEEP THE KID TIED UP FOR AN HOUR OR SO-- SO I'LL JUST SPIN A LITTLE WEB-LASSO INSTEAD.

GIT ALONG, L'IL DOGIE-- "DUKE" SPIDER IS AIMIN' TUH HAWGTIE YUH!

I NEVER SHOULD HAVE WATCHED THAT WESTERN WITH JACK!

NOW, PARDNUH, IT'S THE LAST ROUNDUP FOR-- *LOOK OUT!*

GOTCHA, YOU LITTLE-- HUH?!? *HEY!*

WHAT THE--SPIDER-MAN! WHY'D YOU DO THAT? I... UH... I SAW THAT KID GRAB THAT PACKAGE ON THE STREET-- AND I ALMOST HAD HIM!

NOW, LOOK, WHOEVER YOU ARE--

--I SAW THE PACKAGE SNATCH TOO, AND IF YOU HADN'T BUTTED IN, I WOULD HAVE RETURNED IT BY NOW!

HERE, LET ME GET THAT WEB OFF--

THANKS, SPIDEY, BUT I'VE GOT IT!

YOU MAY NOT RECOGNIZE ME, SPIDER-MAN, BUT I'M HARDLY A HELPLESS BYSTANDER! I'M NOMAD-- PARTNER OF CAPTAIN AMERICA HIMSELF!

PLEASED TO MEET YOU, NOMAD. NOW LET'S--

I DON'T BELIEVE THIS! SOME GREAT HEROES WE ARE... WHILE WE WERE TRADING INTRO-DUCTIONS, THE KID SLIPPED AWAY AGAIN--AND HE STILL HAS THE PACKAGE!

WELL, C'MON. THE TWO OF US TOGETHER SHOULD BE ABLE TO FIND ONE LITTLE KID.

OKAY.

THIS ISN'T EXACTLY HOW I IMAGINED WORK-ING WITH SPIDER-MAN...

...BUT WHAT THE HECK!

NEARBY...

YOU ALL KNOW ME, GENTS... I'M THE GUY WHO CALLED YA HERE TOGETHER.

I'M THE *TASK-MASTER!*

ALLA YOU ARE MEMBERS OF DIFFERENT STREET GANGS FROM THE SURROUNDIN' NEIGHBOR-HOODS... TRYIN' TA SCRATCH OUT A LIVING BY RIPPING OFF ANYONE WEAKER THAN YOU!

BUT WHAT I'M OFFERIN' IS A CHANCE FOR THE BIG-TIME! A CHANCE TO BE TRAINED AT ONE OF MY PRIVATE CRIMINAL ACADEMIES...

...FOR JOBS THAT WILL BRING YA MORE BUCKS THAN YOU'VE EVER SEEN IN YOUR LIFE!

KEEP TALKIN', MAN... I LIKE THAT PART ABOUT THE MONEY!

YOU WON'T BE WORKIN' DIRECTLY FOR ME...

...AFTER YOU'RE TRAINED, YOU'LL GO TO WORK FOR MY CLIENT--

--THIS GENT OVER HERE--

"--THE BLACK ABBOTT."

A STRANGE, ALMOST UNNATURAL SILENCE FALLS OVER THE STREET TOUGHS AS A TALL, COMMANDING FIGURE EMERGES FROM A DILAPIDATED STRUCTURE...

THERE IS AN OVERWHELMING SENSE OF POWER IN HIS MERE PRESENCE-- WHICH EVEN THE MOST JADED OF THE STREET-WISE YOUTHS RESPONDS TO WITH SOMETHING AKIN TO AWE...

AND WHEN HE SPEAKS, HIS DEEP, MEASURED TONES ARE FULL OF AN AUTHORITY THAT COMMANDS THEIR INSTANT AND FULL ATTENTION...

YOU HAVE SHOWN WISDOM, MY SONS, IN ANSWERING THE TASKMASTER'S SUMMONS! YOU WILL LOOK BACK ON THIS MOMENT--

--AS THE BEGINNING OF A GLORIOUS TRANSFORMATION IN YOUR ONCE SQUALID LIVES.

SUDDENLY--

DEKE! WHERE ARE YOU?

I STOLE THE PACKAGE FROM THOSE JERKS=*PANT!*= AN' I STARTED RUNNING =*PANT!*= BUT SOMEHOW SPIDER-MAN AND ANOTHER WEIRDO STARTED CHASIN' ME, AND SO I--

WHAT ARE YOU TALKING ABOUT? SPIDER-MAN-- CHASING YOU?

YOU STUPID LITTLE MORON--IF YOU'RE NOT LYING, YOU MUST HAVE LED HIM RIGHT HERE! I OUGHTTA--

WAIT, KID! NO TIME FOR THAT NOW!

IF SPIDER-MAN IS ON HIS WAY HERE, THIS GIVES ME A CHANCE TO SETTLE AN OLD SCORE WITH HIM*--

--AS WELL AS GIVIN' YOU GENTS YOUR FIRST OBJECT LESSON IN COMBAT TECHNIQUES!

FIND A HOLE AND CRAWL INTO IT!

*FROM MTU #103 --DANNY.

WE OWE THE WALL-CRAWLER A LITTLE SOMETHING TOO, SLY-- FOR THE WAY HE BEAT ON US AND TOOK IN OUR BUDDY, COOL BREEZE!*

*OBVIOUSLY, THESE GUYS ARE MEMBERS OF THE GANG SPIDEY AND THE BLACK WIDOW DEALT WITH IN MTU # 140--DANNY.

YEAH, MAN!

MOMENTS LATER...

MY SPIDER-SENSE IS SUDDENLY GOING WILD! WHAT COULD-- MY WEB!

SOMEONE SLICED IT-- WITH AN ARROW?!?

AND HERE COMES A WHOLE BARRAGE OF OTHER TRICK ARROWS--

I COULD DODGE 'EM ALL DAY-- BUT I'D RATHER FIND OUT WHO'S FIRING 'EM!

ONLY JOKER I KNOW WHO USES ARROWS IS HAWKEYE--BUT WHY WOULD HE ATTACK ME?

WAIT... THERE'S ONE OTHER GUY IT COULD BE...

YEAH-- IT'S ALL CLEAR NOW!

NOW, GUYS--! SQUASH THAT BUG-MAN!

WHAT IS THIS-- NATIONAL BE CRUEL TO SPIDERS WEEK?

I RECOGNIZE SOME OF THESE PUNKS-- THEY'RE PART OF THE SAME GANG I FOUGHT WITH THE BLACK WIDOW!

BUT THEY'RE PRETTY FAR OUT OF THEIR NEIGHBORHOOD-- WHAT KIND OF SET-UP HAVE I BLUNDERED INTO?

TASKMASTER! HELP US! HE'S TRASHIN' US ALL!

BINGO! I WAS RIGHT IT *IS* TASKMASTER-- THE GUY WHO CAN COPY ANYBODY'S NON-SUPER-HUMAN ABILITIES JUST BY WATCHING THEM!

AW, COME ON, TASKY, HAVEN'T YOU FIGURED OUT YET THAT YOU CAN'T HIT ME WITH THOSE THINGS?

SKR EEEE

AS A MATTER'A FACT-- I HAVE! BUT SEE, MY SONIC-SIREN ARROW DOESN'T HAFTA HIT YA TO PUT YA OUT!

S-SOUND... D-DRIVING RIGHT THROUGH... MY SK-SKULL!

BUT IF I LEAP UP-- GOT IT!

NO! *UGGG!* HE SUCKERED ME... BOOBY-TRAPPED... WITH GAS...

FINALLY TRACKED THAT BRAT DOWN--

SPIDER-MAN?!

HE'S FALLEN! I DON'T KNOW WHAT'S GOING ON HERE, BUT HE NEEDS HELP-- FAST!

LIKE A BLUE-AND-GOLD WHIRLWIND, NOMAD TEARS INTO THE STREET GANGS, FIGHTING WITH EVERY OUNCE OF SKILL AND TECHNIQUE LEARNED FROM HIS FAMOUS PARTNER...

...AS HE IS WATCHED AVIDLY FROM A NEARBY VANTAGE POINT BY YOUNG WIDE EYES...

LOOKIT THAT GUY MOVE! HE AIN'T GOT NO POWERS, BUT HE'S STOMPING THEM GUYS LIKE THEY WERE NOTHIN'!

SUDDENLY...

HEY, TURKEY... HERE'S A LITTLE PRESENT--

--FROM NAPALM!

KBLAAAMM

UNNHH! TOO CLOSE! BARELY DODGED-- COULDN'T HELP CATCHING SOME OF THE CONCUSSION WAVE!

GROGGY... BUT I CAN'T LET HIM KNOW IT... GOTTA SHAKE IT OFF...

HE'S NOT HUMAN! H-HE'S COMIN' FOR ME! TASKMASTER! HELP ME! HELP ME!

WHUNNHH!!

BUTTON IT WIMP! I'M RIGHT HERE! I ONLY LET THIS GO ON TO SHOW YA HOW MUCH YA NEED THE TRAININ' I CAN GIVE YA!

NOMAD!

HE'S DOWN! THE TASKMASTER IS A ONE-MAN ARMY! IF I REMEMBER RIGHT, HE'S GOT SOME TALENT HE CALLS "PHOTOGENIC REFLEXES"--

--WHICH LETS HIM DUPLICATE EXACTLY THE ABILITIES OF HAWKEYE, CAPTAIN AMERICA, AND A ZILLION OTHER HEROES HE'S WATCHED IN ACTION!

BUT AS GOOD AS HE IS AT COPYING NATURAL SKILLS, HE CAN'T REALLY DO ANYTHING SUPERHUMAN--LIKE MATCHING MY SPIDER-SPEED!

WHA--?! YOU RECOVERED FASTER THAN I FIGURED! THAT GAS WOULD'A KEPT ANOTHER MAN DOWN FOR HOURS!

YOO-HOO! TASK-MASTER! FORGET ABOUT HIM-- I'M BACK IN ACTION!

SORRY TO TO DISAPPOINT YOU GRUESOME, BUT I ALREADY HAD MY NAP TODAY!

AT LAST... HE'S WITHIN RANGE.

WHOA! SPIDER-SENSE IS KICKING INTO HIGH GEAR! GOTTA--

YAAARRR!!

THERE IS NO WAY TO AVOID MY PSYCHIC BOLT, SPIDER-MAN-- FOR IT IS NOT A CLUMSY PHYSICAL ATTACK!

INSTEAD IT PENETRATES DIRECTLY INTO YOUR MIND, OVERWHELMING ALL YOUR SENSES WITH AGONY!

NGG... THE PAIN... SO MUCH PAIN...

LEARN NOW THE FRUITS OF YOUR TREPASS...

...AS YOU FALL IN ABJECT PENITENCE AT MY FEET!

OH...GEEZ! THAT DUDE IS SOME KINDA TOUGH!

Y-YEAH!

PRETTY IMPRESSIVE, MISTER!

OKAY, GENTS...PUT YOUR EYEBALLS BACK IN AND LISTEN UP! WE STILL GOT SOME THINGS TO DISCUSS!

INDEED. THIS IS ONLY THE BEGINNING, MY SONS. AFTER YOU JOIN ME, YOU YOURSELVES SHALL PARTAKE IN A MEASURE OF THE POWER YOU HAVE JUST WITNESSED!

ONCE YOUR TRAINING WITH TASKMASTER IS COMPLETE--

NOT SO FAST, BIG MAN!

I MEAN... THIS GIG JUST AIN'T FOR ME! SURE, IT ALL SOUNDED GREAT AT FIRST--

--BUT THAT WAS BEFORE I KNEW WE'D BE GOING UP AGAINST SUPER-POWERED DUDES LIKE SPIDER-MAN!

THOSE SUPER HEROES HAVE A WAY OF COMING OUT ON TOP ALL THE TIME! AND ME, I'D RATHER BE THE SMALL-TIME RULER OF MY OWN TURF--

--THAN A BIG-TIME LOSER IN JAIL! I'M SPLITTIN'--AND SO ARE MY BOYS!

YOU DO ERR, MY PRODICAL CHILD. WILL YOU NOT REPENT AND COME BACK...

...COME BACK... COME BACK INTO THE FOLD...?

COME...BACK...

HAVE YOU SEEN THE ERROR OF YOUR WAYS? HAVE YOU DECIDED TO RE-COMMIT YOURSELF TO OUR CAUSE?

NO MAN...PLEASE ...I-I JUST WANT OUT!

YOUR SIN IS ONE OF ARROGANT PRIDE AND A STUBBORN HEART.

IT MUST BE PURGED...!

AND WITH MY CLEANSING, BURNING TOUCH OF PURIFICATION, I HEREBY GRANT UNTO YOU--

--THE GIFT OF FINAL ABSOLUTION!

OH, MAN! I'M GETTING--

YOUR GETTIN' ***SKEWERED,*** PUNK, IF YA TRY TO LEAVE! AND THAT GOES FOR THE REST O' YA!

I CAN'T BELIEVE IT! WITH ONE TOUCH... H-HE DISSOVED THAT GUY INTO SMOLDERING ASH!

WHAT HAVE WE GOTTEN OURSELVES INTO!?

IF THERE ARE OTHERS HERE WHOSE FAITH IS WEAK... WHO ALSO BELIEVE THAT SUPER HEROES ARE TOO DANGEROUS TO CHALLENGE...

LOOK ON, AS I STRETCH FORTH MY HAND TOWARDS SPIDER-MAN, EVEN AS HE AWAKENS...

...AND YOU SHALL WITNESS THE FATE OF EVEN THE STRONGEST OF THOSE WHO TRANSGRESS, AGAINST ME!

NO... OH, *NO!* H-HE'S GONNA FRY SPIDER-MAN -- AND THERE'S NO WAY I CAN STOP IT!

JUST WHEN IT COUNTS THE MOST, I'VE FAILED AGAIN! IF ONLY CAP WERE HERE... BUT I'M JUST A USELESS...

CAP? WAIT A SECOND...! TASKMASTER'S SHIELD IS A COPY OF CAPTAIN AMERICA'S OWN!

IF I CAN BREAK LOOSE AND *KO* THESE GUYS WITH MY *STUN DISKS* AND THEN MOVE FAST ENOUGH -- YEAH!

I WAS *BUCKY* BEFORE I WAS NOMAD... AND I USED TO PRACTICE THROWING CAP'S SHIELD ALL THE TIME -- DREAMING OF THE DAY WHEN I COULD BE JUST LIKE HIM!

NOW... PLEASE... LET THAT HERO WORSHIP PAY OFF IN WHAT I'M ABOUT TO DO!

ALL EYES ARE UPON THE BLACK ABBOTT AND SPIDER-MAN.

NO ONE SEES NOMAD'S LAST-DITCH HEROIC EFFORT...

...UNTIL THE DEED IS DONE!

THE TASKMASTER'S SHIELD IS FORGED OF HIGHLY REFLECTIVE ALLOY. AND, THOUGH PART OF IT IS DISSOLVED BY THE BLACK ABBOTT'S DEADLY TOUCH --

--SOME OF THE ENERGY IS REFLECTED BACK UPON THE ABBOTT'S OWN ARM -- AND HIS SHRIEKING CRY OF ANGUISH CHILLS THE VERY HEARTS OF THOSE WHO HEAR IT...

HIS ARM --! I'VE NEVER SEEN ANYTHING SO HORRIBLE! IT... IT JUST CRUMBLED INTO DUST!

AND THAT'S WHAT HE INTENDED FOR ME!

HE'S LEAVING THE FIGHT. HE'S NO LONGER AN IMMEDIATE THREAT!

BUT, NOW THAT I'M AWAKE -- I AM!

MUST RETREAT... TEND TO MYSELF...

SO YOU THINK THE TABLES HAVE TURNED, HUH?

GUESS AGAIN.

THIS IS A LITTLE MOVE I PICKED UP WATCHING IRON FIST IN ACTION!

RATS!

I'VE HAD JUST ABOUT ENOUGH OF YOU, SKULL-FACE! MY WEBBING OUGHTTA KEEP YOU WRAPPED UP NICE AND NEAT UNTIL THE POLICE GET HERE!

PWIP

I'VE STUDIED YOUR FIGHTING STYLE TOO, SPIDER-MAN, SO I CAN SECOND-GUESS YOUR EVERY MOVE--

--AND COUNTER IT WITH, SAY, A LITTLE OF DAREDEVIL'S AGILITY!

STILL, THERE'S NO PERCENTAGE IN STAYIN' AROUND TO DUKE IT OUT WITH THE WEBSLINGER!

THE ABBOTT'S CRAWLED AWAY TO LICK HIS WOUNDS... AND I'VE ALREADY COLLECTED MY FEE FOR RECRUITIN' THE YOUNG MUSCLE HE WANTED!

SO I'LL JUST CUT MY LOSSES ON THE ADDED TRAININ' FEE--

--AND HEAD FOR GREENER PASTURES!

THUK

SO LONG, WEBHEAD! NO DOUBT WE'LL MEET AGAIN!

WRONG MOVE, TASK-MASTER! I'LL CATCH YOU FASTER THAN-- WAIT!

MY SPIDER-SENSE! BEHIND ME!

BLOOOOMM!

IT'S THAT PUNK WHO CALLS HIMSELF NAPALM... HE COULDN'T RESIST TOSSING ONE FINAL MOLOTOV!

YET, AS THE EXPLOSION SHAKES THE ROTTED STRUCTURE OF THE GUTTED, ABANDONED BUILDING...

NO! THE WHOLE WALL'S CAVING IN! AND THERE'S SOMEONE INSIDE!

H-HELP! HELP ME!

IT'S THE KID... THE ONE WHO STOLE MY PACKAGE! BUT HE'S HURT--PINNED DOWN BY THE FALLEN WALL!

D-DEKE... DEKE YA GOTTA... H-HELP ME, MAN...

COME ON! HELP ME GET HIM OUT OF THERE!

YOU CRAZY, MAN? I AIN'T RISKIN' MY NECK IN THERE!

SOME HERO THAT KID'S GOT.

BOY! IT'S ALREADY LIKE AN INFERNO IN THERE!

THIS OLD FIRETRAP IS GOING UP LIKE A BOX OF MATCHES!

KOFF! KOFF!

GOTTA MOVE FAST! THE SMOKE IN HERE IS MORE DEADLY THAN THE FLAMES!

UNNNHH! THE FIRE-- BURNING ME RIGHT THROUGH MY GLOVES!

YOU... YOU'RE SAVING ME?

C'MON, KID, LET'S GET THE HECK--

LOOK OUT!

CRRUMBLE!

OH, LORD! THIS IS IT!

BUT...

THEY'RE STILL INSIDE--! I'VE GOT TO USE MY CLINGING POWER--

--AND HOLD THIS SECTION OF THE WALL IN PLACE JUST LONG ENOUGH--

"--FOR THEM TO MAKE IT OUT!"

YOU D-DID IT, MISTER! YOU SAVED MY LIFE WHEN MY OWN BUDDIES RAN OUT ON ME!

THAT'S WHAT BEING A SUPER HERO IS ALL ABOUT KID--HELPING OTHER PEOPLE!

YOU'RE SAFE--BUT BOTH TASKMASTER AND THE BLACK ABBOTT HAVE DISAPPEARED!

I'LL GIVE THE AREA A QUICK CHECK... MAYBE I CAN SPOT ONE OF THEM! YOU STAY WITH THE KID, MAKE SURE HE'S OKAY.

OKAY. BUT IF THERE'S ANY TROUBLE--YELL!

SAY MISTER, COULD YOU...COULD YOU RETURN THIS PACKAGE TO THOSE GUYS FOR ME?

I DON'T WANNA BE A MEMBER OF THE BUTCHER-DOGS ANY-MORE! I DON'T WANNA BE ANYTHING LIKE 'EM!

NOPE... I WANNA BE LIKE YOU!

LIKE... LIKE *ME*?

SOON...

NO SIGN OF THEM ANYWHERE! FOR ALL OUR TROUBLE, WE ACCOMPLISHED A BIG, FAT ZILCH! HOW'S THE KID?

SEE FOR YOURSELF...

I SAW YOU THROW THAT SHIELD TO SAVE SPIDER-MAN! WELL I'M GONNA START PRACTICIN', AND SOME-DAY MAYBE I CAN HELP PEOPLE, TOO!

Y'KNOW... MAYBE I WAS WRONG, NOMAD! MAYBE WE ACCOMPLISHED MORE THAN I THOUGHT!

YEAH...

NEXT: SPIDER-MAN AND THE HUMAN TORCH!

MARVEL® ANNUAL

PETER PARKER, THE SPECTACULAR SPIDER-MAN ANNUAL™

$1.00
4
1984
02935
APPROVED BY THE COMICS CODE AUTHORITY

BEFORE SHE MARRIED BEN PARKER, AUNT MAY LOVED ANOTHER MAN--A ***CRIMINAL!***

NOW HE'S BACK. AND IF HE CAN'T HAVE HER-- ***NO ONE*** WILL!

WHEN THEY BUILT THE FIRST NATIONAL BANK, THEY BUILT IT LIKE THE ROCK OF AGES... BUILT IT TO LAST AS LONG AS MAN PLACED VALUE IN THE KIND OF CURRENCY STORED IN ITS VAULTS...

FIRST NATIONAL BANK

ITS WALLS ARE VERMONT MARBLE, TORN FROM THE QUARRIES OF THE GREEN MOUNTAINS AT THE TURN OF THE CENTURY... THE SAME KIND OF STONE THAT WAS USED TO BUILD THE LIBRARY OF CONGRESS...

WHEN ITS HUGE OAKEN DOORS SHUT, THEY ARE BACKED BY PLATES OF STEEL. EMBEDDED IN THE GLASS OF ITS WINDOWS ARE A THOUSAND MILES OF WIRE, ELECTRONICALLY SENSITIVE TO THE SLIGHTEST TAMPERING TOUCH.

FIRST NAT

THEY BUILT THE FIRST NATIONAL BANK LIKE A FORTRESS SITUATED ON THE FRONTIER OF CRIME.

BUT A FORTRESS IS ONLY AS STRONG, AS IMPREGNABLE...

...AS THE BASE UPON WHICH IT STANDS...

HURRY!

CAN'T MAKE THIS TORCH CUT THROUGH SIXTEEN INCHES OF SOLID STEEL ANY FASTER!

CRIPES, SOMEBODY'S GONNA HEAR THE HISS OF THE ACETYLENE!

OVER THE THUNDER AND RAIN TOPSIDE? YOU GOTTA BE KIDDING!

HAVING DEPLETED INNUMERABLE CANNISTERS OF OXYGEN TO POWER THE TORCH'S PINPOINT OF FLAME...

...THE LARCENOUS TRIO FINDS ITS PATIENCE AND PLANNING REWARDED AS THE CEILING ABOVE THEM FINALLY YIELDS--AND THE ROBBERS RAISE THEMSELVES UP INTO THE PROMISED LAND...

LOOK AT ALL THAT MONEY! LOOK AT IT!!

QUIET, YOU FOOL!

QUIET? WHY DO WE HAVE TO BE QUIET NOW--IN HERE--WITH THREE FEET OF SOLID STEEL BETWEEN US AND A BANK THAT'S CLOSED DOWN FOR THE NIGHT?

BECAUSE THIS ENTIRE JOB HINGES ON *SILENCE*--

--AND BECAUSE I DON'T WANNA BLOW THE LID OFF THE HEIST OF THE CENTURY *NOW!*

OKAY, OKAY! YOU PLANNED THIS JOB! YOU KNEW THE VAULT FLOOR WAS THINNER THAN THE SIDES, AND JUST WHERE TO COME UP FROM THE SEWERS...

...SO WE'LL PLAY IT YOUR WAY!

BUT AFTER WE GOT ALL THIS DOUGH STASHED SAFELY AWAY, I'M GONNA LET OUT A WAR-WHOOP TO WAKE THE DEAD!

AND I'M GONNA HIRE A BRASS BAND T'PLAY ME A VICTORY MARCH!

YOU CAN BOTH MAKE ALL THE NOISE YOU WANT--

--ONCE WE'RE *OUT* OF HERE!

REMEMBER, SILENCE IS THE KEY! DON'T ANYONE MAKE A...

...SOUND!

OMIGOSH, LOOK!

THE ROBBER'S WARNING CRY RISES IN THE NIGHT...

... AND THE SILENCE IS IRREVOCABLY SHATTERED!

Stan Lee PRESENTS:

MEMORY LANE!

BILL MANTLO --- STORY
KERRY GAMMILL AND
SAL BUSCEMA --- PENCILS
CARLOS GARZON -- INKS
JANICE CHIANG -- LETTERS
GEORGE ROUSSOS -- COLORS
DANNY FINGEROTH -- EDITOR
JIM SHOOTER -- EDITOR-IN-CHIEF

IT'S SPIDER-MAN!

YES, IT IS!

SILENCE IS FORGOTTEN AS THE BARK OF HANDGUNS COMPETES WITH THE ROLL OF THE THUNDER.

POW

POW

SPIDER-MAN'S THE ONLY ONE STANDING BETWEEN US AND RETIREMENT! KEEP SHOOTING! BRING HIM DOWN!

BUT, THOUGH THE AIR IS FILLED WITH FLYING LEAD...

...HIS DANGER-DETECTING INSTINCT, HIS **SPIDER-SENSE,** ENABLES THE AMAZING SPIDER-MAN TO AVOID HARM.

BLOCKS AWAY, THE CRASH OF GUNFIRE ALERTS OTHERS.

KRAK

POW

KPOW

NOW IT IS A SIREN'S SCREAM THAT SLASHES THROUGH THE SILENCE!

WHREEE

EEEEEEEEEE

WHILE...

HUH? H-HE'S SWINGING RIGHT ON PAST-- WITHOUT EVEN TRYING TO CATCH US!

I DON'T THINK HE EVER EVEN NOTICED THAT WE WERE HERE!

THEN BY FIRING OUR GUNS, ALL WE DID WAS ALERT...

THE COPS!

THE MONEY WILL BE RETURNED TO THE FIRST NATIONAL BANK. THE FORTRESS WILL BE REINFORCED. THE SILENCE WILL BE RESTORED.

AS FOR THE SPECTACULAR SPIDER-MAN, HE SWINGS ON HIS WAY, GIVING NO EXPLANATION FOR THE MERELY PASSIVE PART HE HAS PLAYED IN FOILING A FELONY.

HE GIVES NONE... FOR HE HAS NONE. IN TRUTH, HE IS **ASLEEP**, HIS UNIQUE EXTRA-TERRESTRIAL COSTUME PUTTING HIM UNKNOWINGLY THROUGH THIS NIGHT'S PACES, AS IT HAS DONE MANY TIMES OF LATE.

SOON HE WILL COME TO KNOW AND UNDERSTAND THE TRUE NATURE OF HIS COSTUME... BUT NOT TONIGHT.*

TONIGHT HE IS STILL THE PAWN OF THE GARMENT HE THINKS IS HIS TO COMMAND.

*BUT HE--AND YOU--WILL LEARN ITS STRANGE SECRETS IN **AMAZING SPIDER-MAN #258**, ON SALE IN JUST SEVEN DAYS--DANNY.

HIS SLENDER WEBLINE CARRIES SPIDER-MAN ON THROUGH THE STORM. AGAINST THE DARK LOOMING THUNDER-CLOUDS, THE WHITE IN HIS COSTUME FLASHES LIKE LIGHTNING.

IT IS HIS STARTLING SLASH THROUGH THE SKY THAT CATCHES THE EYES OF A LONE OLD WOMAN WALKING THE RAINSWEPT STREETS BELOW.

BUT TO MAY PARKER, THE MOVEMENT OVERHEAD APPEARS TO BE BE NO MORE THAN! THE LIGHTS ACCOMPANYING THE THUNDEROUS PASSAGE OF THE THIRD AVENUE "EL".

SHE RODE THE ELEVATED RAILWAY A LONG, LONG TIME AGO, WHEN SHE WAS YOUNGER...

...BEFORE THE CITY TORE IT DOWN.

ACROSS THE STREET FROM WHERE MAY PARKER STANDS, AN ANCIENT PILE REARS DARK AND BROODING INTO THE DRIVING RAIN.

IT IS CLOSED NOW. BRICKS GAG ITS DOORS AND SHEETS OF TIN BLINDFOLD ITS WINDOWS.

BUT MAY PARKER SEES BEYOND ITS FADED FACADE TO A BETTER TIME...

...WHEN MUSIC BEING PLAYED UPON THE BRIGHT BANDSTAND OF DANCELAND FLOWED OUT ACROSS THE DANCE FLOOR TO FILL HER WITH MELODIES EXISTING ONLY IN HER MEMORIES NOW.

DANCE DANCELAND TONIGHT ALL-STAR SHOW!

DANCE LAND

MAY?

GOIN' DANCIN' WITH ME, SWEETHEART?

SHE WAS YOUNGER THEN...

...AND VERY, VERY LOVELY.

JOHNNY JEROME, YOU KNOW VERY WELL THAT I HAVEN'T THE MONEY TO GO INTO A PLACE LIKE DANCELAND, OR THE CLOTHES, OR...

FORGET THE MONEY, BABE! I TOOK CARE OF THAT! AND AS FOR THE CLOTHES...

HONEY, YOU COULD WEAR RAGS AND STILL LOOK LIKE A QUEEN TO ME!

DANCE

SO, SWEPT OFF HER FEET AND ONTO THE DANCE FLOOR BY THE ROGUISH SMILE OF JOHNNY JEROME...

...MAY DANCED AND SWAYED AS THE NIGHT GREW GOLDEN.

BUT THAT WAS MANY YEARS AGO.

LATER, THE NIGHT SLOWLY GIVES GROUND TO DAWN WHEN THE SPECTACULAR SPIDER-MAN AT LAST RETURNS TO HIS CHELSEA APARTMENT BUILDING.

DROPPING UNNOTICED THROUGH THE SKYLIGHT IN HIS BATHROOM CEILING, HE BOUNDS INTO HIS BEDROOM.

THERE, SEEMINGLY WITHOUT ANY EFFORT ON HIS PART, HIS COSTUME UNDERGOES A NIGH-MIRACULOUS TRANSFORMATION...

...AND HE STANDS CLAD ONLY IN HIS PYJAMAS.

THEN, WITHOUT EVER HAVING BEEN TRULY AWAKE...

...PETER PARKER EMBRACES HIS BEDDING AND RESUMES A MORE SOUND SLUMBER.

RING RING

IT DOES NOT LAST LONG.

UHHHNNN?

'LO?

PETE? THIS IS NATHAN LUBENSKY. LOOK, SON, I KNOW YOU AND I DON'T SEEM TO HAVE MUCH USE FOR EACH OTHER LATELY, BUT I THINK MAYBE YOU'D BETTER COME OUT HERE TODAY.

IT'S ABOUT YOUR AUNT MAY, PETE.

I THINK MAYBE SHE'S IN SOME KIND OF TROUBLE!

AT PETER PARKER'S MENTAL COMMAND THIS TIME, THE COSTUME RE-FORMS ITSELF AS EFFORTLESSLY AS IT EARLIER DID THE OPPOSITE...

...AND MOMENTS LATER A FANTASTIC FIGURE IS ARCING ON A SLENDER WEB-LINE OVER THE EAST RIVER FROM MANHATTAN TO QUEENS...

I GREW UP HERE, AFTER MY FOLKS DIED--

--IN A HOUSE WITH MY UNCLE BEN AND AUNT MAY.

THEY LOVED ME LIKE THE SON THEY NEVER HAD, AND I WANTED MORE THAN ANYTHING TO MAKE THEM PROUD OF ME.

BUT AT THE BEGINNING OF MY CAREER AS SPIDER-MAN, WHEN ALL I CARED ABOUT WAS FAME AND FUN, I LET A THIEF GO PAST ME WHEN I COULD EASILY HAVE STOPPED HIM.

HE LATER MURDERED UNCLE BEN IN A FOILED BURGLARY ATTEMPT. IF I HAD BEEN LESS SELF-CENTERED, MY UNCLE WOULDN'T HAVE DIED!

SINCE THEN I'VE SPENT YEARS BEHIND THE MASK OF SPIDER-MAN FIGHTING CRIME, TRYING TO BE TRUE TO THE *RESPONSIBILITY* MY POWERS GIVE ME.

BUT THAT DIDN'T MAKE IT ANY EASIER FOR PETER PARKER TO TELL HIS AUNT MAY THAT HER NEPHEW THE SCHOLAR HAD JUST DROPPED OUT OF GRADUATE SCHOOL! SHE HASN'T SPOKEN TO ME SINCE!

SHE FEELS I'VE FAILED HER... AND UNCLE BEN. MAYBE SHE'S RIGHT.

WELL, THE OLD HOUSE STILL LOOKS THE SAME AS ALWAYS.

IT'S CHANGED, THOUGH. NOW AUNT MAY RUNS A BOARDING HOUSE HERE--

--AND ONE OF HER BOARDERS IS ALSO HER FIANCÉ, NATHAN LUBENSKY.

I'M GLAD YOU COULD COME, PETE.

WHAT IS IT, NATHAN? WHAT'S THE MATTER WITH MY AUNT MAY?

WHAT COULD BE RIGHT, WHEN THE PERSON SHE LOVES MOST IN THE WORLD HURTS HER LIKE YOU HAVE?

LISTEN, IF YOU'VE HAULED ME ALL THE WAY OUT HERE TO LISTEN TO A LECTURE ABOUT HOW I SHOULD RELATE TO MY AUNT...

PETER, I LOVE YOUR AUNT, I CARE FOR HER, I WORRY ABOUT HER... ESPECIALLY NOW!

STOP HINTING AROUND THE POINT, NATHAN! WHAT KIND OF TROUBLE IS AUNT MAY IN?

I... DON'T KNOW. THAT'S WHY I CALLED YOU. FOLLOW ME SON... TO HER BEDROOM.

THERE SHE IS, PETE. SHE JUST CAME IN A COUPLE OF HOURS AGO, OUT ALMOST ALL NIGHT AND DRENCHED TO THE SKIN. WENT RIGHT PAST ME AND INTO HER ROOM AND STARTED READING THE LETTERS AGAIN UNTIL SHE FELL ASLEEP IN HER CHAIR.

LETTERS?

ABOUT A WEEK AGO, MAY BEGAN RECEIVING MAIL FROM SOMEONE. SHE BECAME MOODY, DISTRACTED. THE LETTERS ARRIVED ONE A DAY... AND COINCIDED WITH HER TRIPS.

TRIPS?

YES. EARLY EVERY NIGHT NOW SHE CALLS A CAR SERVICE AND GOES OUT ALONE.

NATHAN, I DON'T LIKE SPYING ON MY OWN AUNT, BUT THERE'S A MYSTERY HERE AND WE'VE GOT TO GET TO THE BOTTOM OF IT.

THE LETTERS ARE ON MAY'S READING TABLE. IF ONLY WE COULD GET A LOOK AT THEM...

SEEING HER THERE... SLEEPING PEACEFULLY... I CAN'T HELP BUT THINK HOW MUCH SHE'S MEANT TO ME OVER THE YEARS.

I DIDN'T WANT TO CAUSE HER PAIN... EVER... BUT I HAD TO DECIDE THE COURSE OF MY OWN LIFE.

HERE. THESE ARE THE ONES.

I'D HELD BACK UP TO NOW ON STEALING A LOOK AT THEM ...BUT THIS THING IS GETTING TOO SERIOUS!

THE LETTERS LIE OPEN ON THE TABLE, ONE FOR EACH DAY OF THE WEEK THUS FAR. AND PETER BEGINS TO READ THEM...

"DO YOU REMEMBER CENTRAL PARK IN LATE AFTERNOON, MY LOVE?" "THE LIGHTS ON BROADWAY SHONE FOR US, MY DARLING!" "I'VE NEVER FORGOTTEN DANCING ALL NIGHT WITH YOU, DEAREST MAY!"

MAY PARKER N.Y.

The lights on Broadway shone for us, my darling.

Johnny

I've never forgotten dancing all night

LOVE LETTERS! ALL SIGNED BY SOMEONE NAMED... JOHNNY!

THE LETTERS READ, PETE AND NATHAN LEAVE MAY'S BEDROOM AS QUIETLY AS THEY ENTERED...

POOR NATHAN! HE LOVES AUNT MAY, AND THOSE LETTERS AND HER NIGHTLY DISAPPEARANCES ONLY ADD UP TO ONE THING IN HIS MIND.

I'M NOT SURE I WANT TO GET IN THE MIDDLE OF THIS...

PETER, I KNOW WHAT YOU'RE THINKING-- AND IF IT WAS SIMPLY A MATTER OF ME BEING JEALOUS...

WHAT ELSE COULD IT BE? ARE YOU SUGGESTING THAT MY AUNT'S BECOMING SENILE?

IT'S NOT THAT EITHER, PETER. I KNOW HER... I SEE HER EVERY DAY. SHE'S IN CONTROL OF ALL HER FACULTIES.

BUT THESE LETTERS ARE DOING SOMETHING TO HER, MAKING HER ACT TOTALLY UNLIKE HERSELF, GOING OUT IN THE MIDDLE OF THE NIGHT.

SHE MAY BE STRONG INSIDE, BUT NEW YORK IS A DANGEROUS CITY...

SO, YOU WANT ME TO FOLLOW HER AND LOOK OUT FOR HER, NATHAN--

--OR DO YOU JUST WANT ME TO SPY ON HER AND CONFIRM YOUR JEALOUSY? WELL, I'M WORRIED ABOUT AUNT MAY'S NIGHTLY DISAPPEARANCES, TOO. I COULDN'T FORGIVE MYSELF IF ANYTHING HAPPENED TO HER.

OKAY, NATHAN. I'LL DO IT.

THE DAY PASSES...

...AND LATE AFTERNOON FINDS BOTH PETER PARKER AND NATHAN LUBENSKY, EXHAUSTED FROM THE WEARINESS OF THEIR WATCH, CATCHING UP ON SOME MUCH NEEDED SLUMBER.

...BUT, UNNOTICED BY THEM, THE OBJECT OF THEIR ATTENTIONS HAS ARISEN, GOES TO THE DOOR...

...CHECKS THE NEWLY-DELIVERED MAIL--AND DISCOVERS THAT SHE IS AGAIN THE RECIPIENT OF ANOTHER ROMANTIC MISSIVE FROM THE MYSTERIOUS "JOHNNY"!

Together we rode high above Brooklyn on a circle to the stars!

Johnny

THE MESSAGE MOVES MAY PARKER TO ACTION...

...AND THE SOUND OF HER DEPARTURE AT LAST AROUSES HER SLEEPING NEPHEW.

SLAM

HUH?!

AUNT MAY--TAKING OFF AGAIN, IN A TAXI!

WITHOUT A SECOND THOUGHT, THE ADULT PETER PARKER RUSHES STEALTHILY UP A TREE HE AWKWARDLY CLIMBED AS A CHILD...

...BUT, MOMENTS LATER, HIS SPIDER-SENSE TELLING HIM NO ONE HAS OBSERVED HIS ACTIONS...

...IT IS A STARTLING BLACK-CLAD FIGURE WHO SWINGS OUT ON A SLENDER WEB-LINE INTO THE GATHERING DUSK.

SOON, THE AMAZING ARACHNID CATCHES UP WITH THE TAXI BEARING HIS AUNT AS IT EASES ONTO THE BELT PARKWAY...

I WONDER WHY THE OTHER DRIVERS SEEM T' BE STARIN' AT MY CAB?

IS SOMETHIN' WRONG WITH IT? OH, HECK, I'LL CHECK IT AFTER I DUMP THIS FARE.

YOU SAID CONEY ISLAND, RIGHT, LADY?

THAT'S RIGHT, SIR.

TAXI

CONEY ISLAND??

ONCE IT WAS THE SHINING CENTER OF THE BOROUGH KNOWN AS BROOKLYN...

...BUT TODAY IT IS A TAWDRY SHADOW OF ITS FORMER SELF, RINGED BY HULKING HOUSING PROJECTS AND RUNDOWN TENEMENTS.

BAR

HOT DOGS

COTTON CANDY

STILL, IF ONE STRAINS, ONE MIGHT YET CATCH SOME SENSE OF THE EXCITEMENT THAT ONCE COURSED THROUGH THE PLACE LIKE AN ELECTRIC CURRENT...

...A LONG, LONG TIME AGO.

SKOOTER

EDEN MUSEE WORLD OF WAX

DREAMLAND CREATION

AUNT MAY'S WALKING THROUGH THIS WASTE-LAND LIKE SHE'S LOST IN A DREAM!

I'VE BEEN TRYING ALL NIGHT NOT TO THINK IT--

--BUT WHAT IF SHE *IS* BECOMING... *SENILE?*

PIZZA

WHILE, BELOW...

HEY, KAREN--WANNA RIDE THE WHIRL-WIND?

I BEG YOUR PARDON...?

THE YOUNG MAN'S VOICE CALLING TO HIS DATE, SEEMS TO GROW MUTE, AS IF CRYING FROM OVER A GREAT DISTANCE...

...AND HIS FIGURE SEEMS TO SHIMMER AND FADE...

...TO BE REPLACED BY A LONG-REMEMBERED FACE.

MAY!

I DIDN'T KNOW YOU'D BE OUT HERE TONIGHT!

ARE YOU...ER... *WITH* ANYONE?

I'M LOOKING FOR JOHNNY JEROME, BEN PARKER. HAVE YOU SEEN HIM?

DID AUNT MAY MUMBLE THE NAME... *BEN* PARKER!?

UNCLE BEN!

D:D THEY USED TO COME OUT HERE TOGETHER, WHEN THEY WERE COURTING? IS SHE RELIVING HER GIRLHOOD ALL OVER AGAIN?

AND, OH, NO, ISN'T IT A SIGN OF *SENILITY* WHEN OLD PEOPLE START LIVING IN THEIR OWN PAST??

WHILE SPIDER-MAN WORRIES IN THE PRESENT, MAY PARKER REMEMBERS HER PAST...

JOHNNY JEROME! MAY, THAT GUY'S NOTHING BUT TROUBLE...!

THERE'S NOTHING WRONG WITH JOHNNY JEROME, BEN PARKER!

HE'S JUST FOUND A BETTER WAY TO EARN A LIVING DURING THIS DEPRESSION THAN SLAVING AS A CARNIVAL BARKER!

MAY, HE'S JUST A CHEAP HOOD...!

YOU'RE JUST JEALOUS, BEN PARKER, AND I WON'T HEAR ANYMORE!

GOOD NIGHT!

FOLLOWING HER FOOTSTEPS OF OVER A HALF-CENTURY AGO, AUNT MAY ARRIVES AT THE CAROUSEL.

HOT DOGS

25

THE MERRY-GO-ROUND RHYTHMS SHE KNEW HAVE GIVEN WAY TO A DISCO BEAT...

...AND THE ANCIENT HORSES HAVE BECOME CHIPPED AND WORN WITH AGE...

...BUT IN HER MEMORY, ALL SHINES AS IT DID ON THAT NIGHT LONG AGO...

...WHEN SHE CAME TO CONEY ISLAND TO MEET JOHNNY JEROME.

HEY, BABE--

SHE REMEMBERS HOW JOHNNY JEROME SWUNG JAUNTILY ASTRIDE THE MOVING MERRY-GO-ROUND...

--SORRY I'M LATE.

...AND HOW HIS SOFT VOICE PLAYED ABOVE THE ORGAN LIKE MUSIC TO HER EARS.

I SAW YOU TALKIN' TO THAT HACKABOUT, PARKER!

BEN? HE'S JUST JEALOUS, JOHNNY!

HE SAYS YOU'LL GET ME IN TROUBLE!

"TROUBLE, BABE? NOT A CHANCE!"

TROUBLE!

THE CAROUSEL'S STARTED SPINNING FASTER, AND FROM THE FRANTIC WAY THE OPERATOR'S ACTING--

--IT'S NOT INTENTIONAL!

THE SPECTACULAR SPIDER-MAN SWINGS DOWN FROM THE SHADOWS. THE FRIGHTENED FACE OF HIS AUNT FLASHES PAST HIM.

AUNT MAY'S OUT OF HER DAYDREAM! SHE KNOWS SOMETHING'S WRONG!

I'VE GOT TO **STOP** THIS THING BEFORE THE SHOCK CAUSES HER MORE THAN JUST FRIGHT!

BUT, AWARE THAT ANY SUDDEN STOP MIGHT VIOLENTLY HURL HIS AUNT AND THE OTHER RIDERS FROM THE CAROUSEL...

...SPIDER-MAN INSTEAD GRABS ONE OF THE CAROUSEL'S IRON POLES AND DIGS HIS HEELS INTO THE DIRT, DRAGGING BACK AGAINST THE REVOLUTION OF THE RIDE WITH ALL HIS PREDIGIOUS SPIDER-STRENGTH, SLOWING IT TO A GRINDING HALT.

I'M GOING TO HAFTA WEAR DOCTOR SCHOLL'S IN MY SHOES FOR A WEEK AFTER THIS!

BUT AT LEAST NEITHER AUNT MAY ELSE WAS HURT!

THAT WAS GREAT, FELLA!

THERE WERE KIDS ON THE RIDE, AN' YOU SAVED 'EM.

I'M GONNA WRITE A LETTER TO THE *BUGLE* TELLIN' 'EM WHAT YOU DONE!

LOOK, IT WASN'T ANY...

HOLY SMOKES! WHILE I WAS CATCHING MY BREATH, AUNT MAY VANISHED INTO THE CROWD!

I SHOULD HAVE SLAPPED A *SPIDEY-TRACER* ON HER--SO MY *SPIDER-SENSE* COULD HAVE KEPT TRACK OF HER!

HOW AM I GONNA FIND HER NOW??!

AS THE CONCERNED YOUNG HERO FRANTICALLY SCOURS THE MIDWAY BELOW...

...HIS AUNT MAY RIDES A SPARKLING CIRCLE TOWARDS THE STARS.

HER VIEW OF NEW YORK'S SKYLINE ACROSS THE BAY IS BOTH GRAND AND GLORIOUS. MUCH HAS CHANGED...

...SINCE LAST SHE LOOKED OUT FROM SUCH A LOFTY HEIGHT, PERCHED ATOP A MOMENTARILY STILL FERRIS WHEEL OF AN OLDER TIME.

AIN'T IT SOMETHING, BABE?

JOHNNY... IT'S BEAUTIFUL.

BEAUTIFUL, BABE? THAT'S WHAT *YOU* ARE! AN' YOU SEE ALL THEM LIGHTS SPARKLIN' OUT THERE LIKE A STRING OF PEARLS? I'D LIKE T'SNATCH 'EM UP IN MY HAND--

--AN' STRING 'EM INTO A NECKLACE SO THAT ANYONE WHO SEES YOU WEARIN' 'EM WOULD HAVE T'SAY:

"THAT DAME, SHE'S THE *QUEEN* OF NEW YORK!"

OH, JOHNNY, I-I'VE NEVER SEEN ANYTHING SO LOVELY!

WHY NOT, BABE? YOU WANNA BE POOR AN' MEAN ALL YOUR LIFE--

BUT... I *CAN'T* ACCEPT IT!

--SCRATCHIN' OUT A LIVIN' ON THE GROUND LIKE THAT STOOGE *BEN PARKER*--

--OR YOU WANNA REACH HIGH FOR THE GOOD THINGS IN LIFE, LIKE I DO?!

JOHNNY, I--

YOUNG AND BELIEVING HERSELF IN LOVE, MAY RIELLY REACHED FOR THE PROMISE OF A MORE EXCITING LIFE THAT JOHNNY JEROME HELD OUT TO HER.

FOR A POOR GIRL RAISED IN THE DEPRESSION, IT WAS A REACH FROM THE EARTH TO THE STARS.

BUT, SUDDENLY, THE WHEEL LURCHED BACK INTO MOTION--

CLANG!

--AND, PANICKING, MAY REILLY GRABBED FOR THE CAR'S SAFETY RAIL, THE MAGIC SPELL OF A MOMENT AGO SHATTERED...

NO, JOHNNY. I--I CAN'T TAKE IT!

OH WELL, BABE! NO RUSH! WHEN YOU'RE READY YOU'LL TAKE THE THINGS I HAVE TO OFFER!

WILL I, JOHNNY?

WILL I?

MUCH LATER THAT NIGHT...

YOU LOST TRACK OF HER? AT CONEY ISLAND?

IT WAS CROWDED, NATHAN. THERE WAS...A LOT HAPPENING, SHE SLIPPED OUT OF MY SIGHT FOR A MINUTE...AND I COULDN'T FIND HER AGAIN! STILL, I WAS HOPING SHE'D HAVE COME HOME BY NOW...

THERE IS THE SOUND OF A KEY IN A LOCK...

...AND OF A DOOR SWINGING OPEN.

IT'S AUNT MAY--AT LAST! BUT SHE'S WALKING RIGHT PAST US...SHE'S TOO LOST IN THOUGHT TO EVEN NOTICE US!

THAT'S HOW ELDERLY PEOPLE ACT WHEN SENILITY SETS IN! I-I COULD HAVE ACCEPTED LOSING MAY TO ANOTHER MAN, BUT NOT TO... OLD AGE.

I DON'T BUY IT, NATHAN! SURE, MY AUNT'S ACTING STRANGE...

...BUT IT'S THE *LETTERS* THAT ARE CAUSING IT, AND I INTEND TO FIND OUT WHY!

THE ATTIC.

LOTS OF STUFF STORED UP HERE.

LOTS OF DUST.

LOTS OF MEMORIES

A HIGH SCHOOL SNAPSHOT OF PETE AND HIS CLASS-MATES.

CHEMISTRY

A CHEMISTRY SET THAT WAS THE PRIDE AND JOY OF A YOUNG HONORS STUDENT.

PHOTOS OF THE PARENTS HE NEVER KNEW...

...AND OF THE AUNT AND UNCLE WHO RAISED HIM LIKE THE SON THEY NEVER HAD.

BUT WHERE DO I FIND OUT THE IDENTITY OF THE MYSTERIOUS "JOHNNY" WHO SEEMS TO HAVE MY AUNT MAY UNDER HIS SPELL?

PETER SPIES AN OLD TRUNK, AND REMEMBERS CHILDHOOD AFTERNOONS PLAYING AMONGST THE MEMORABLIA IT CONTAINED.

THIS STUFF DIDN'T MEAN MUCH TO ME THEN, BUT I WAS JUST A KID AND THERE WAS NO MYSTERY TO BE SOLVED.

LET'S SEE IF IT MEANS ANYTHING NOW!

THE PHOTOS IN THE OLD ALBUM ARE BROWN AND BRITTLE WITH AGE.

The Reilly Family
Brooklyn 192

THIS IS ALL AUNT MAY'S CHILDHOOD STUFF, FROM WHEN SHE WAS GROWING UP IN BROOKLYN.

AND HERE'S AN OLD VALENTINE.

OME-310 BEDSTONE AVE.

To May
Forever
Mine!

"TO MAY, FOREVER MINE!" DID MY UNCLE BEN WRITE THAT?

NO! THAT'S *NOT* UNCLE BEN!

Love, Johnny

AND IN THIS ALBUM HERE... MORE PICTURES OF AUNT MAY ARM-IN-ARM WITH ANOTHER MAN! AND THE INSCRIPTIONS IDENTIFY HIM AS... *JOHNNY JEROME!*

THEY WERE YOUNG, AND OBVIOUSLY IN LOVE...

PHOTOS

...YET AUNT MAY MARRIED MY UNCLE BEN, AND I NEVER HEARD OF JOHNNY JEROME--UNTIL NOW!

PETE, WHERE ARE YOU GOING?!

TO GET SOME ANSWERS, NATHAN--

"--FROM THE *ANSWER MAN!*"

DAILY BUG

I KNOW IT'S A TALL ORDER, BURT, ESPECIALLY GOING BACK SO FAR...

NEWSPAPER MORGUES ARE LIKE GRAVEYARDS, PETE. EVERYTHING GETS BURIED HERE.

LUCKILY, THE BUGLE RECENTLY WENT OVER TO A COMPUTER FILING SYSTEM, SO ACCESSING ANCIENT INFORMATION IS SOMEWHAT EASIER THAN EXHUMING THE DEAD.

IF THIS "JOHNNY JEROME" YOU'RE LOOKING FOR EVER MADE THE PAGES OF ANY METROPOLITAN NEWSPAPER IN THE PAST 100 YEARS, THE COMPUTER SHOULD HAVE HIM ON FILE.

TAPPING INTO A MASSIVE MEMORY BANK IN THE BUGLE'S BASEMENT...

...IT IS A MATTER OF MERE SECONDS BEFORE THE MORGUE TERMINAL FLASHES THE INFORMATION THAT PETER PARKER SEEKS...

JEROME, JOHN

BORN: BROOKLYN, APRIL 11, 1902

OCCUPATION: CAREER CRIMINAL

CRIMES: NUMBERS-RUNNING; BOOTLEGGING; BURGLARY; MURDER.

CONVICTIONS: FELONY-MURDER

SENTENCE IMPOSED: DEATH 1931

NOTE: SENTENCE COMMUTED TO LIFE-IMPRISONMENT, 19??;

PAROLED, JUNE 24, 1984

WHEW! LOOKS LIKE YOU'VE GOT YOURSELF A TOUGH ONE, PETE!

AND RECENTLY PAROLED, TOO! PETE?

THANKS, BURT! THANKS A LOT!

HIS HEART POUNDING WILDLY, PETER PARKER RACES FROM THE OFFICES OF THE DAILY BUGLE...

...BACK TO FOREST HILLS...

NATHAN, WHERE IS SHE? WHERE'S MY AUNT?!

I TRIED TO CALL YOU, PETE! ANOTHER LETTER ARRIVED SOON AFTER YOU LEFT, AND MAY WENT OUT AGAIN!

OUT? WHERE?!

Dearest May,

I've got to see you one last time! If you still love me, meet me under the arch!

Love, Johnny

WHAT AM I GONNA DO?! THE MAN AUNT MAY USED TO LOVE IS A *MURDERER!*

I CAN'T STOP HER FROM MEETING HIM, BUT I CAN'T LET HER MEET HIM ALONE!

BUT *WHERE* ARE THEY MEETING? WHERE IN BLAZES IS...

...THE *ARCH!*

OF COURSE! THE PHOTO IN THE ALBUM OF THE *ARCHED ROSE-TRELLIS* ACROSS THE WALK BEFORE AUNT MAY'S CHILDHOOD HOME!

PETE, DO YOU KNOW WHERE MAY'S GONE?!

310 BEDSTONE AVENUE, NATHAN--IF I'M RIGHT!

AND I CAN ONLY *PRAY* THAT I AM!

AND SO, SOON...

IT TOOK ME HALF AN HOUR TO GET FROM QUEENS TO BROOKLYN...

...BUT IT'S AS IF I WENT TO ANOTHER PLANET! THIS PLACE IS A TEXTBOOK BURNED OUT SLUM!

FEARFUL FOR HIS AUNT'S SAFETY IN SUCH SURROUNDINGS, SPIDER-MAN DESPERATELY SCANS THE DEVASTATED TENEMENTS DOWN BELOW...

THERE'S BEEN SO MUCH DEVASTATION HERE!

WHO KNOWS IF AUNT MAY'S CHILDHOOD BUILDING IS EVEN STILL STANDING?

BUT I'VE GOT TO FIND IT... FIND HER!

" NOW, IF THAT MAP I CHECKED OUT EARLIER WAS RIGHT... *YEAH!*

BEDSTONE AVE

"I'VE FOUND IT."

AND THEN...

THE ARCH!

NO ROSES HAVE BLOOMED ON IT FOR QUITE A FEW YEARS...

...YET STILL IT STANDS, AN ANACHRONISM, OUT OF PLACE IN THE COMPANY OF THE MOST RECENT INHABITANTS OF 310 BEDSTONE AVENUE.

THIS IS WHERE YOU WANT ME TO LET YOU OFF, LADY?!--

--THIS PLACE IS A *SLUM!*

YES.

YES IT IS.

ATTAGIRL, AUNT MAY! YOU *CAN'T* BE SENILE IF YOU CAN SEE THIS PLACE FOR THE RAT'S NEST IT'S BECOME!

YES, IT IS QUITE DREADFUL. BUT, YOU KNOW...

...IT WAS *BEAUTIFUL*... ONCE.

...THOUGH REALITY REFUSES TO BE FORGOTTEN.

I MUST BE DREAMIN'! AN OLD LADY GOIN' INTO THAT HOLE...

WITH HER *PURSE* ON HER ARM!

AGAIN MEMORY OVERWHELMS REALITY...

OH, GREAT! THE LOCAL GENTRY ARE FOLLOWING AUNT MAY INSIDE!

I GOTTA KEEP THEM AWAY FROM HER-- QUICKLY AND QUIETLY AFTER SHE'S OUT OF EAR-SHOT! IN HER PRESENT STATE, I DON'T KNOW WHAT ANY KIND OF SHOCK MIGHT DO TO HER!

BUT MAY PARKER'S "PRESENT STATE"...IS IN THE PAST.

MAY? IS THAT YOU?

A VOICE, LONG UNHEARD, ECHOES DOWN THROUGH THE YEARS...

YES, MOTHER. I'M HOME.

GO IN AND SAY HELLO TO YOUR FATHER, DEAR. TELL HIM I'LL HAVE SUPPER READY SOON.

HELLO, MAY! ENJOY YOURSELF TODAY? I HEAR BEN PARKER WORKS OVER AT CONEY ISLAND NOW!

YES, DADDY, HE DOES.

BUT I WAS WITH *JOHNNY JEROME.*

THE DOOR TO MAY REILLY'S ROOM IS LONG GONE FROM ITS HINGES...

...AND ONLY PEELING PAINT AND CRUMBLING PLASTER ADORN THE WALLS WHERE ONCE HUNG GAILY PRINTED WALL-PAPER SHE HERSELF PLACED UPON THEM SO MANY YEARS AGO.

OH, MY...!

IT IS HARD TO REMAIN ABSORBED BY MEMORIES WHEN REALITY INTRUDES ITSELF SO HARSHLY UPON THE MIND.

I'LL BET THIS PLACE WAS CLEAN AS A WHISTLE FIFTY YEARS AGO!

TIME HAS BEEN HARD ON IT!

I ONLY PRAY THAT TIME HAS BEEN EASIER ON MY AUNT!

A QUICK CRAWL ALONG CRUMBLING CORRIDORS...

...BRINGS THE SPECTACULAR SPIDER-MAN INTO POSITION ABOVE THE JUNKIES CONVERGING ON HIS AUNT.

NOW TO HANDLE THESE HUMAN VULTURES WITHOUT ALERTING AUNT MAY...!

WHILE...

THAT BOX--ON THE WINDOWSILL--!

IT'S...GIFT-WRAPPED--QUITE OUT OF PLACE HERE!

OH!

"WHEN YOU'RE READY, BABE, YOU'LL TAKE THE THINGS I HAVE TO OFFER!"

OH, YEAH, BABE-- YOU *WILL!*

JOHNNY, WHAT... *MMMPHH!*

NO TIME FOR SMALL TALK, SWEETHEART!

WE GOTTA WORK FAST NOW!

BUT, JOHNNY, I ALREADY TOLD YOU-- I CAN'T ACCEPT THIS!

SURE YOU CAN, BABE...

...IF YOU'RE *MRS. JOHNNY JEROME!*

WELL, BABE...

THE VOICE SO YOUNG, SO CONFIDENT...

... FALLS FALTERINGLY AND FRAIL UPON MAY PARKER'S EARS.

... WHAT DO YOU SAY?

ONCE, HE HAD BEEN A DASHING, SEDUCTIVE YOUNG MAN.

TODAY, JOHNNY JEROME IS BEATEN, TIRED, WORN-DOWN BY THE YEARS...

SADDEST OF ALL, FOR HIM THERE IS NO EMERGING FROM THE MEMORIES HE SHARES WITH MAY PARKER.

MEANWHILE, IN THE HALLWAY BEYOND...

OKAY, LET'S...

KONK

SPIDER-MAN SAYS NOTHING.

HE DOESN'T HAVE TO.

AND, STUNNED SPEECHLESS, THE STARTLED JUNKIES TAKE TO THEIR HEELS.

WHAT FOLLOWS IS BOTH SHORT...

...AND SWEET...

...UNTIL ONE OF THE QUIVERING TOUGHS FINDS HIS COURAGE IN A HANDGUN.

AH-AH-AH, SLEAZEBALL! WE CAN'T HAVE ANY NOISE!

PWIP

SPIDER-MAN'S WEBBING ALL BUT MUFFLES THE GUNSHOT.

AND, BEFORE THE SHOOTER CAN SCREAM FROM THE PAIN OF THE BACKFIRE...

SWOK

PLEASANT DREAMS, CREEP!

AND, IN THE RUIN THAT WAS ONCE A YOUNG GIRL'S BEDROOM...

MAY, DID YOU JUST HEAR SOMETHING?

YES, JOHNNY!

FOR A MOMENT, MAY PARKER'S MEMORIES AGAIN RACE BACK... AND MEET WITH JOHNNY JEROME'S...

IT SOUNDED LIKE... A *GUNSHOT!*

IT'S THE *COPS!* THEY MUST'VE CAUGHT UP WITH MY BAG-MEN!

THERE'S NO TIME AT ALL NOW, BABE! WE GOTTA GO! COME WITH ME! BE MY WIFE!

YOU'RE IN *TROUBLE*, JOHNNY! WHAT DID YOU DO?!

OH, NOTHING MUCH, MAY. HE AND A FEW FRIENDS JUST HELD UP A JEWELRY STORE... AND SHOT THE POOR OLD MAN WHO TRIED TO CALL FOR HELP!

THAT'S WHERE HE GOT YOUR NECKLACE, MAY... AND WHERE YOUR WEDDING RING'LL MOST LIKELY COME FROM IF YOU AGREE TO MARRY THIS THUG!

PARKER!

JOHNNY! IS-- IS BEN TELLING THE TRUTH?!

PARKER, YOU...! I'LL KILL YOU...

IT *IS* THE TRUTH THEN! ALL THAT MONEY YOU SPENT ON ME--ALL THOSE PRESENTS YOU WANTED TO GIVE ME...

YOU *STOLE* THEM ALL! OH, JOHNNY, DID YOU EVER THINK I COULD MARRY A... A *CRIMINAL?!*

TIMES ARE HARD, BABE! A MAN'S GOTTA TAKE WHAT HE WANTS IF HE'S GONNA HAVE ANYTHING!

STILL, I TOOK WHAT I TOOK TO GIVE IT TO *YOU!*

BUT NOW THERE'S NO TIME LEFT NOW!

NO TIME AT ALL!

POW POW

JOHNNY!

HE'S CORNERED, MAY!

KPOW!

YOU'LL NEVER TAKE ME-- AARRGGHH!

MY LEG!!

THEY'VE GOT HIM NOW.

MAY REILLY CRIED IN BEN PARKER'S ARMS.

IN TIME, SHE FOUND SHE LIKED HAVING THEM AROUND HER.

IN TIME...

THAT WAS ALL SUCH A LONG TIME AGO.

THE COPS ARE HERE, BABE! WE'VE GOT TO GO--NOW...!

NO, JOHNNY, STOP! STOP LIVING IN THE PAST!

THIS ALL HAPPENED DECADES AGO! THE POLICE CAUGHT YOU! YOU WERE SENT TO PRISON! IT'S OVER!

THAT'S REALITY, BUT YOU'VE BEEN LIVING IN YOUR FANTASIES FOR ALL THAT TIME! I COULD TELL THAT FROM YOUR LETTERS--THE ONES YOU MAILED ME WHILE AWAITING YOUR RELEASE FROM PRISON.

THEY AWAKENED MEMORIES FOR ME, JOHNNY--EVEN MADE ME DO SOME FOOLISH THINGS--LIKE COMING HERE!

THEY REMINDED ME OF THE FOOLISH FANTASIES I'D BELIEVED IN WHEN I WAS YOUNG AND, I THOUGHT, IN LOVE!

BUT ON THE NIGHT YOU PROPOSED TO ME, I STARTED TO GROW UP, TO SET ASIDE MY FANTASIES AND START MAKING DECISIONS ABOUT MY LIFE!

MARRYING *BEN PARKER* WAS THE FIRST-- AND THE BEST-- OF THOSE DECISIONS!

BUT I LOVE YOU, MAY!

YOU LOVE YOUR *MEMORY* OF ME--A MEMORY YOU'VE LIVED WITH FOR ALL THESE YEARS WHEN *PRISON* DENIED YOU EVERYTHING ELSE.

IT...IT'S STILL ALL I'VE GOT, MAY. AND I...I HAVEN'T GOT MUCH TIME LEFT TO LIVE. THAT'S WHY THEY PARDONED ME.

THERE'S NO TIME LEFT, BABE. NO TIME AT ALL.

YOU NEVER DID HAVE MUCH TIME... OR MUCH OF A LIFE, JOHNNY JEROME.

MAYBE I CAN FIND SOMEPLACE FOR YOU TO LIVE OUT THE REST OF YOUR DAYS... AT *PEACE* WITH YOURSELF AND YOUR MEMORIES.

BUT I CAN'T HELP YOU BEYOND THAT, JOHNNY. I'VE GOT MY OWN LIFE TO LIVE...

...TODAY.

NOW, WE MUST LEAVE HERE--AND CAREFULLY. IF THERE ARE MEN WITH GUNS--THEN WE'VE GOT TO AVOID THEM.

I TOOK CARE OF THESE CHUMPS IN TIME TO HEAR AUNT MAY'S WHOLE LITTLE SPEECH...

...AND, BOY, DO I EVER FEEL RELIEVED! ALL RIGHT, AUNT MAY!

ALL RIGHT!

AND SO, SOME TIME LATER BACK IN FOREST HILLS...

NATHAN! WHAT IN THE WORLD ARE YOU STILL DOING *UP*?!

WHAT...?! MAY! I WAS WORRIED...! I... THAT IS... I WAS WAITING FOR...!

YOU WERE WAITING FOR ME? THAT WAS SWEET OF YOU!

I'M *BACK* NOW... I'M BACK.

BUT YOU NEEDN'T WAIT ANY LONGER.

NOW, LET'S GO HAVE SOME TEA, NATHAN. I BELIEVE I OWE YOU SOME EXPLANATIONS...

...THAT I'M FINALLY READY TO GIVE.

THE END

Stan Lee PRESENTS: The Black Cat starring in CAT AND MOUSE

BOB DENATALE STORY • RON RANDALL ART • JANICE CHIANG LETTERING • GEORGE ROUSSOS COLORING • DANNY FINGEROTH & AL MILGROM EDITORS • JIM SHOOTER EDITOR-IN-CHIEF

"FELICIA HARDY, KNOWN TO THE WORLD AT LARGE AS THE BLACK CAT, WAS LOOKING FORWARD TO AN ADVENTUROUS EVENING WITH HER LOVER, THE AMAZING SPIDER-MAN. LITTLE DID SHE KNOW I WOULD BE SUPPLYING THE ADVENTURE THAT NIGHT..."

HELLO, MY FRISKY FELINE! DID YOU MISS ME?

LIKE A DRUMMER MISSES HIS STICKS, SPIDER! BUT WHAT ARE YOU DOING WITH A BAG OF...GROCERIES?

I THOUGHT YOU WERE JUST KIDDING WHEN--

WHEN I SUGGESTED WE SPEND A QUIET EVENING AT HOME LIKE A NORMAL COUPLE FOR ONCE? NOPE!

THAT'S WHY I BROUGHT PROVISIONS. FRANKS, BEANS, CHEESE, POPCORN...

...AND THIS!

OH, SPIDER! YOU SHOULDN'T HAVE!

IT'S MY WAY OF SAYING THANK YOU FOR GIVING UP THE SWASHBUCKLING FOR ONE NIGHT.

THAT'S REALLY IMPORTANT TO YOU, ISN'T IT? SOMETIMES, I DON'T--

OH, MY LOVE...

A WINE CARAFE! IT'S BEAUTIFUL!

THANK YOU! MMMMMMMMM.

MMMMM. YES, ACTING LIKE A NORMAL COUPLE OCCASIONALLY *IS* IMPORTANT TO ME, FELICIA.

SOMETIMES I NEED REASSURANCE THAT THERE'S MORE TO OUR RELATIONSHIP THAN PROWLING AROUND ROOF-TOPS LOOKING FOR TROUBLE.

BESIDES, I'M TIRED OF SHARING YOU WITH ALL OF THE CITY'S WEIRDOS! IF IT'S NOT THE PUMA, IT'S THE ROSE OR THE ANSWER!

BUT NOT TONIGHT.

OH, YOU CAN BE SO SILLY--

--WE'RE SPIDER-MAN AND THE BLACK CAT! WE'RE *SUPPOSED* TO BE LOOKING FOR TROUBLE!

BUT I DO HOPE YOU'RE NOT PLANNING TO WATCH TV ALL NIGHT!

NO. BUT THERE'S A GREAT SPY MOVIE ON CABLE. IT'S ALL ABOUT A STOLEN MICROFILM.

YOU ARE STRANGE, MY LOVE. I GUESS THAT'S WHY I FIND YOU SO IRRESISTIBLE!

ALL RIGHT! FOR YOU, MY SPIDER, ONE NIGHT OF DOMESTIC PEACE AND QUIET. I'LL EVEN DO THE COOKING!

"AND THAT'S HOW THINGS STOOD THE NIGHT I DECIDED TO POP IN FOR A VISIT.

OH NO.

THE CARAFE SPIDER GAVE ME--

IT'S GONE!

I KNOW I PUT IT RIGHT ON THE COUNTER. WHERE--?

SPIDEY THINKS I'M ENOUGH OF A FLAKE ALREADY! IF HE FINDS OUT I LOST THE CARAFE...

SPIDER! I THINK WE HAVE A PROBLEM. I WANT TO USE THAT GORGEOUS CARAFE...

... BUT I'VE RUN OUT OF WINE. BE SWEET AND PICK SOME UP AT THE STORE.

MY PLEASURE, CAT! COURTESY OF YE OLDE WEBLINE EXPRESS, IT WON'T TAKE ME A MIN--

THAT'S NOT PLAYING FAIR! WE SAID WE'D ACT NORMAL TONIGHT.

YOU'VE GOT ME THERE, M'LOVE. BUT YOU BETTER NOT TRY TO DENY ME ALL MY FUN!

I'LL TAKE THE ELEVATOR, BUT I'LL AMBLE OVER TO IT IN MY OWN INIMITABLE STYLE.

÷WHEW!÷ IF HE'D GONE DOWN ON HIS WEBLINE, HE'D BE BACK TOO SOON. NOW I'VE BOUGHT MYSELF TIME TO FIND THAT CARAFE!

HOW EMBARRASSING! WOULDN'T J. JONAH JAMESON LOVE TO PUT THIS ON THE COVER OF THE DAILY BUGLE!

"BACK IN THE APARTMENT, FELICIA WAS CONDUCTING A THOROUGH SEARCH...

CURIOUSER AND CURIOUSER! WHERE DID THIS COME FROM?

A MATCHBOOK, WITH A MOUSE CRUDELY DRAWN ON IT.

Zitani's

HMMM. IT MUST BE A CLUE.

IT'S FROM ZITANI'S RESTAURANT. BUT WHO LEFT IT? AND WHAT DOES IT MEAN?

ONLY ONE WAY TO FIND OUT! ZITANI'S IS ONLY A FEW BLOCKS AWAY!

FORGIVE ME, SPIDER.

ZITANIS

THIS IS THE PLACE! COULD THE CARAFE BE SOMEWHERE IN HERE?

BINGO!

"A FEW MOMENTS LATER, INSIDE...

THINK FAST, CAT! YOU'D FEEL PRETTY SILLY SAYING, "OH, BY THE WAY, THIS IS MY CARAFE. I KIND OF MISPLACED IT."

HELLO. I'M THE BLACK CAT, WORLD FAMOUS CRIMEFIGHTER, AND PARTNER TO THE SPECTACULAR SPIDER-MAN.

UH... EDWARD, WHAT IS THIS?

AND I HATE TO BOTHER YOU, BUT THIS CARAFE YOU'RE USING HAS MICROFILM IMPRINTED ON THE EMBOSSING. TOP SECRET, YOU KNOW. VERY DANGEROUS INFORMATION.

BUT UH... ER...

SO, IF YOU'LL ALLOW ME TO TAKE IT OFF YOUR HANDS, I'LL SEE THAT IT GETS TO THE PROPER--

HOLD IT RIGHT THERE!

I'LL TAKE THAT MICROFILM, IF YOU PLEASE. AND NO FUNNY BUSINESS!

YOU'VE BEEN CLEVER, CAT. BUT NOT CLEVER ENOUGH FOR ME!

WHAT'S GOING ON? I MADE UP THAT STORY ABOUT THE MICROFILM!

I COULD HANDLE THIS JOKER EASILY...

...BUT THE CARAFE MIGHT GET SMASHED IN THE PROCESS.

AND JUST TO MAKE SURE YOU DON'T BOTHER ME AGAIN, I'LL TAKE THIS CHARMING COUPLE WITH ME, FOR HOSTAGES.

"BUT THE CAT WAS UNDAUNTED...

THE IDIOT! SHE DECIDED TO FOLLOW US! I'LL HAVE TO TEACH HER A LESSON!

STAY CALM, ABIGAIL.

OH DEAR.

HERE! TAKE THIS!

WHAT?

"THE GAME WAS ON!

AH, CAT. YOU PROVE THAT YOU DESERVED YOUR REPUTATION AS THE GREATEST BURGLAR IN THE WORLD.* YOU PLAY WITH GUSTO, CONFIDENCE, AND SKILL!

* THROUGH SPIDEY'S ENCOURAGEMENT, FELICIA HAS REFORMED--DANNY & AL.

"AND WHAT OF OUR BEWILDERED COUPLE?

EDWARD, PLEASE, JUST THROW IT AWAY! AND LET'S PRETEND NONE OF THIS EVER HAPPENED.

NO, ABIGAIL! THIS COULD BE A MATTER OF NATIONAL SECURITY. IT'S OUR RESPONSIBILITY TO--

DON'T BE STUBBORN! WE CAN'T GET MIXED UP IN THIS! IT'S DANGEROUS!

'SCUSE ME, FOLKS. IF YOU'RE GONNA QUARREL, HOW ABOUT DOIN' IT INDOO--!

NO!

I MEAN, PLEASE, WE NEED YOUR HELP!

"MEANWHILE, ON THE ROOFTOP ABOVE THEM...

HA! I'VE GOT YOU NOW!

ME, PERHAPS, BUT NOT THE CARAFE.

I PASSED IT ON TO OUR FRIENDS FROM ZITANI'S.

OH, NO!

I DON'T KNOW ABOUT THE "SPY", BUT THE GIRL YOU DESCRIBE SOUNDS LIKE THE BLACK CAT.

POLICE

MAYBE WE ALL BETTER GO TALK TO CAPTAIN DeWOLFFE ABOUT THIS. SHE'S DEALT WITH THE CAT BEFORE.

UH-OH! HERE COMES DOUBLE TROUBLE.

AND THEN THIS IS THE MOVE I FAKED OUT PUMA WITH--MINUS THE PAPER BAG, OF COURSE!

OH, WOW.

I'VE GOT TO GET HOME BEFORE SPIDER DOES. I CAN'T LET HIM SEE I'M OUT HAVING AN ADVENTURE, EVEN THOUGH IT MEANS LETTING "THE SPY" GET AWAY.

MADE IT! GOOD THING SPIDER TOOK THE TIME TO SHOW OFF FOR THOSE KIDS.

HI, CAT!

PLAY IT COOL NOW.

SPIDER! YOU'RE HOME.

BACK WITH THE GOODS, FELICIA. HOW'S DINNER GOING?

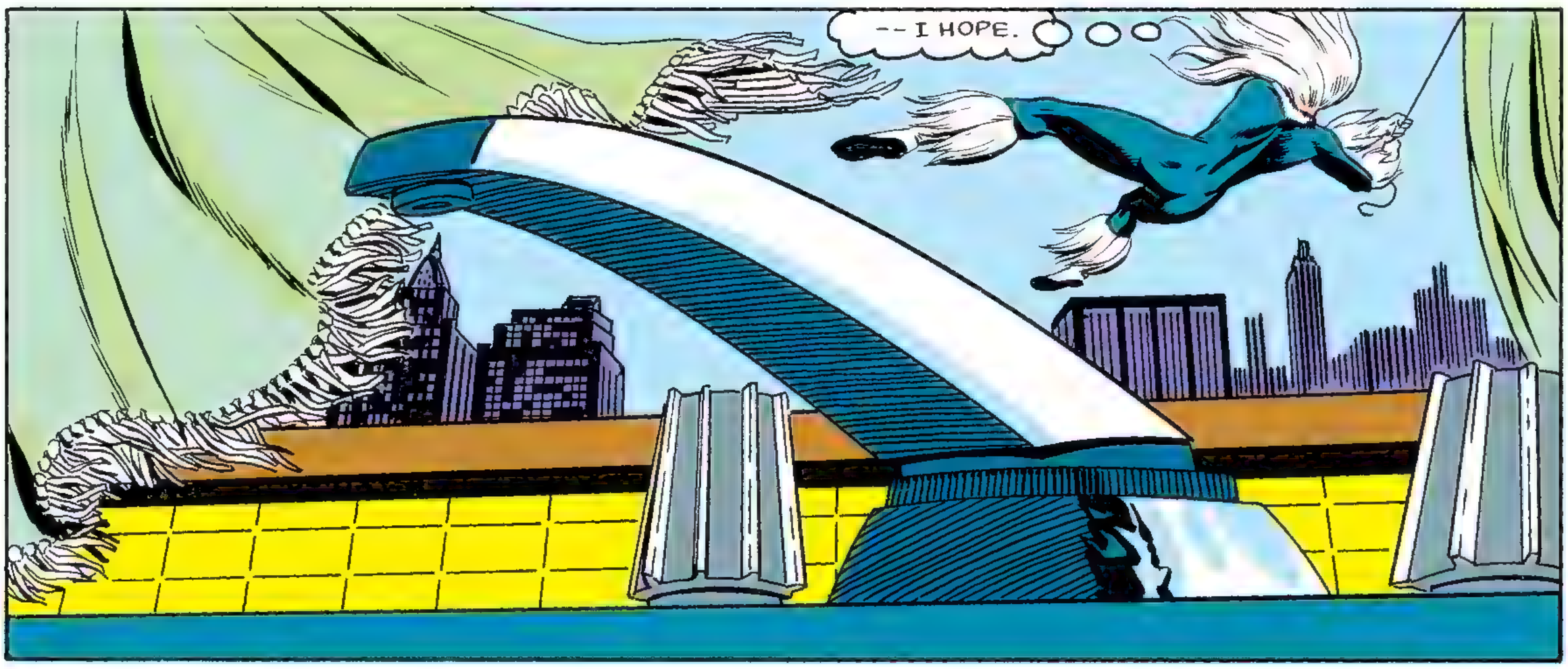
MMMMMM. HAVING A LITTLE TROUBLE, ACTUALLY.

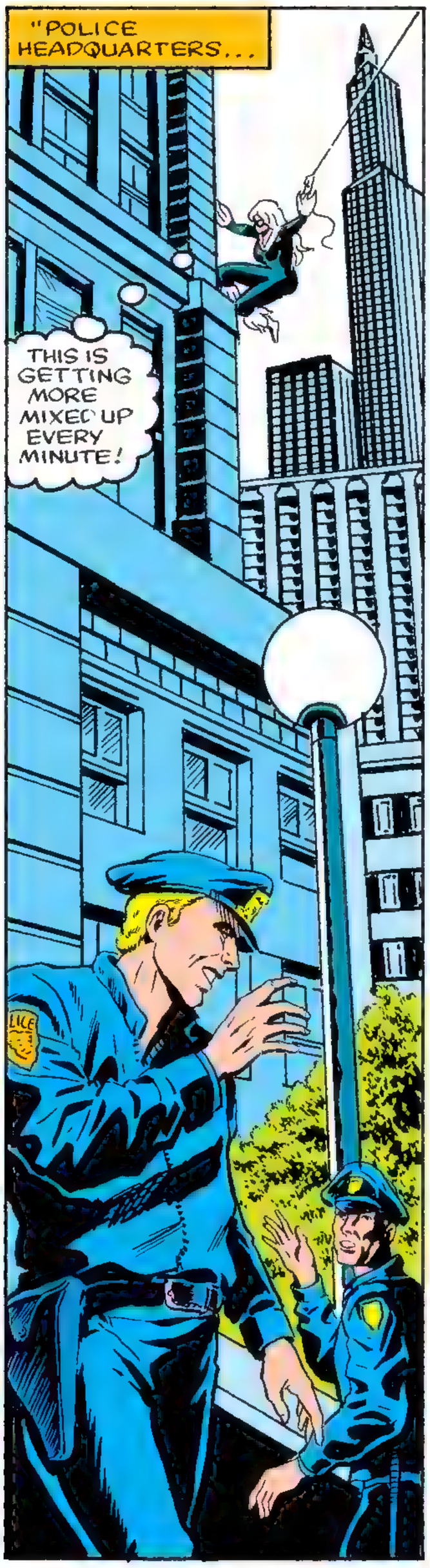
YOU JUST WAIT RIGHT HERE, LOVER, AND DON'T DISTURB ME FOR A LITTLE WHILE.

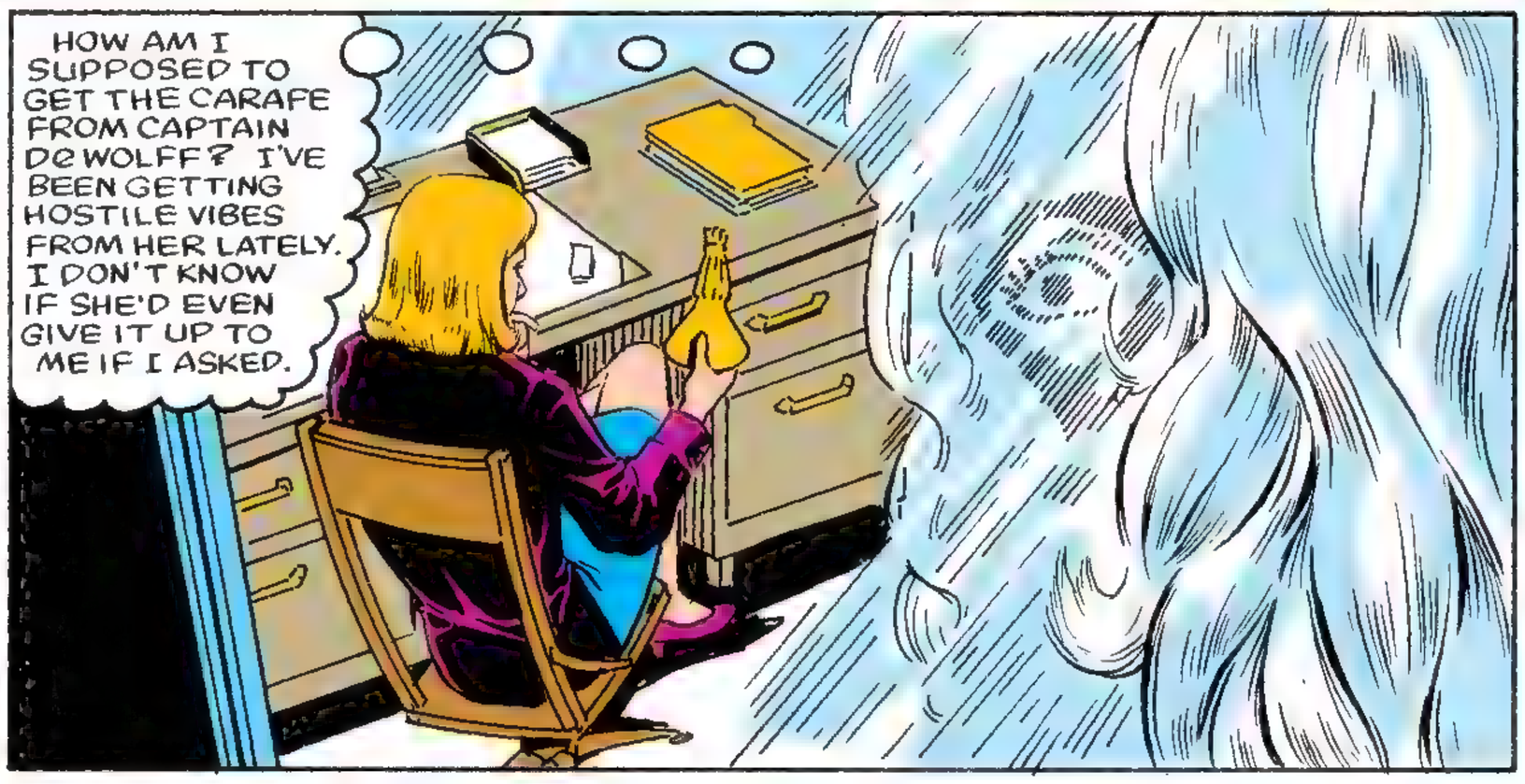
TAKE YOUR TIME. I CAN CATCH THE REST OF THAT MOVIE.

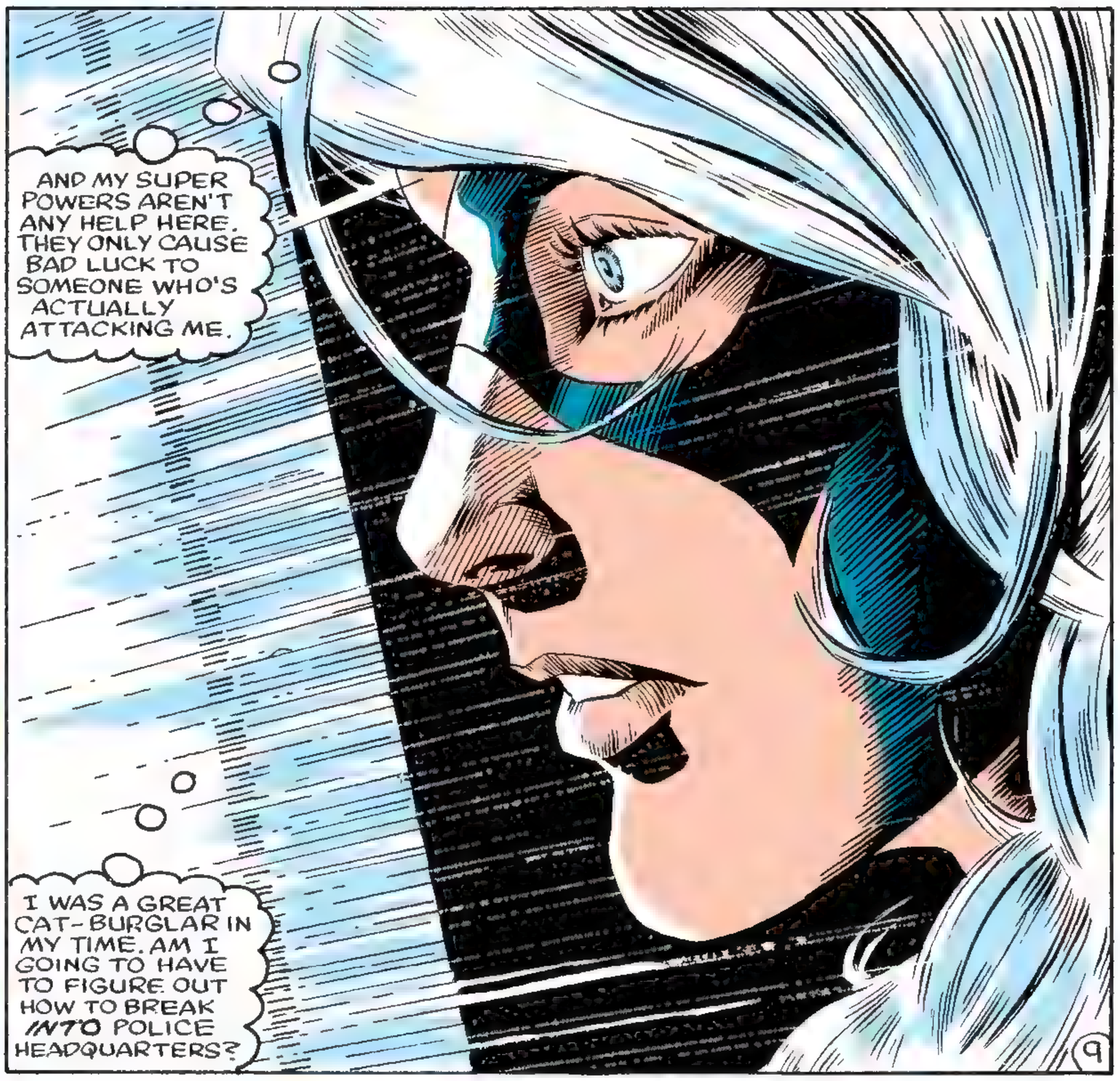
THAT'S GOOD, SPIDER. UH...

...OUR SUMPTIOUS REPAST WILL BE READY IN NO TIME--


-- I HOPE.


"POLICE HEADQUARTERS...
THIS IS GETTING MORE MIXED UP EVERY MINUTE!


HOW AM I SUPPOSED TO GET THE CARAFE FROM CAPTAIN DeWOLFF? I'VE BEEN GETTING HOSTILE VIBES FROM HER LATELY. I DON'T KNOW IF SHE'D EVEN GIVE IT UP TO ME IF I ASKED.


AND MY SUPER POWERS AREN'T ANY HELP HERE. THEY ONLY CAUSE BAD LUCK TO SOMEONE WHO'S ACTUALLY ATTACKING ME.
I WAS A GREAT CAT-BURGLAR IN MY TIME. AM I GOING TO HAVE TO FIGURE OUT HOW TO BREAK INTO POLICE HEADQUARTERS?

"AND INSIDE...

A STRANGE LITTLE PUZZLE HERE.

IF THE BLACK CAT IS INVOLVED, MAYBE SPIDER-MAN IS TOO. I WOULDN'T MIND SEEING HIM AGAIN. MAYBE--

ALWAYS TALK TO YOURSELF, CAPTAIN?

WHO--?

LIEUTENANT TAMARIND, C.I.A. I'VE COME FOR THE CARAFE.

SHOOT! NO TIME FOR SUBTLETY NOW!

KR-ASH!

OKAY, MISTER! I'VE HAD ENOUGH OF THIS!

WHOOPS!

FELICIA!

HAND IT OVER! NOW!

FELICIA! WHAT'S THIS ALL ABOUT?

STOP RIGHT THERE, MISTER! YOU'RE NOT GETTING AWAY FROM ME THIS TIME!

"WE EXITED, LEAVING A VERY CONFUSED CAPTAIN DeWOLFF BEHIND...

WILL SOMEBODY TELL ME WHAT'S GOING ON?

"WHILE, OUT ON THE LEDGE...

COME ON, FELICIA--BACK OFF! HAVEN'T YOU FIGURED OUT--

HEY! WHAT'S HAPPENING!

I TRIPPED! OF ALL THE LUCK!

OH NO!

HOW AM I GOING TO EXPLAIN ALL THIS TO SPIDER NOW?!? HE'D NEVER UNDERSTAND...

FELICIA...

NEVER.

CRASH!

FELICIA! WHAT'S THE MATTER?

FELICIA! I'M SORRY THIS GAME GOT OUT OF HAND, BUT I'LL BUY YOU ANOTHER CARAFE!

THIS ISN'T LIKE YOU.

HOW DO YOU KNOW WHAT I'M--

IT'S YOU!

"THAT'S RIGHT! IT WAS ME, TAMARA BLAKE, FELICIA'S OLDEST FRIEND, DROPPING BY FOR A NIGHT OF HARMLESS FROLIC...

FELICIA, THIS WAS JUST SUPPOSED TO BE A LITTLE GAME, LIKE WE USED TO PLAY WHEN WE WERE LEARNING TO BE CAT BURGLARS TOGETHER.

I DIDN'T MEAN FOR THIS TO HAPPEN. BUT IT'S NOT ANYTHING TO MAKE SUCH A BIG FUSS OVER!

OH, TAMMY, YOU DON'T UNDERSTAND! IT'S NOT JUST THAT.

IT'S KEEPING ALL THESE SECRETS FROM SPIDER!

I HAVE THESE SUPER POWERS, AND I CAN'T TELL HIM ABOUT IT BECAUSE I GOT THEM FROM HIS GREATEST ENEMY!

I LOVE HIM. I REALLY DO. BUT I DON'T KNOW HOW TO TALK TO HIM HALF THE TIME!

OH, FELICIA...

"I TOOK FELICIA HOME THEN. SHE SNUCK BACK IN THE WINDOW, AND I SHOWED UP AT THE FRONT DOOR A FEW MINUTES LATER, PLAYING THE 'UNEXPECTED VISITOR!'

"THE THREE OF US HAD A WONDERFUL TIME THAT NIGHT. AND, YOU KNOW, SPIDER-MAN NEVER EVEN ASKED ABOUT THE CARAFE.

"BUT I WAS WORRIED FOR FELICIA WHEN I LEFT HER. SHE USED TO BE SO CARE-FREE, WILD, AND SELF-RELIANT, LIKE A STRAY CAT. WHAT'S HAPPENED TO HER?

"I HOPE SHE FINDS HAPPINESS WITH SPIDER-MAN. I TRULY DO. BUT I CAN'T HELP BUT WONDER."

END

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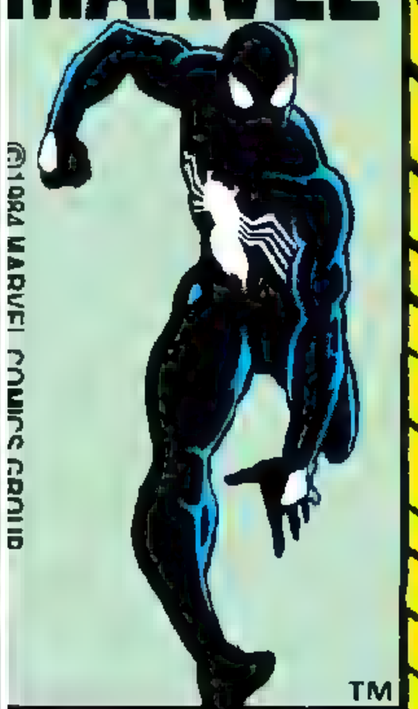

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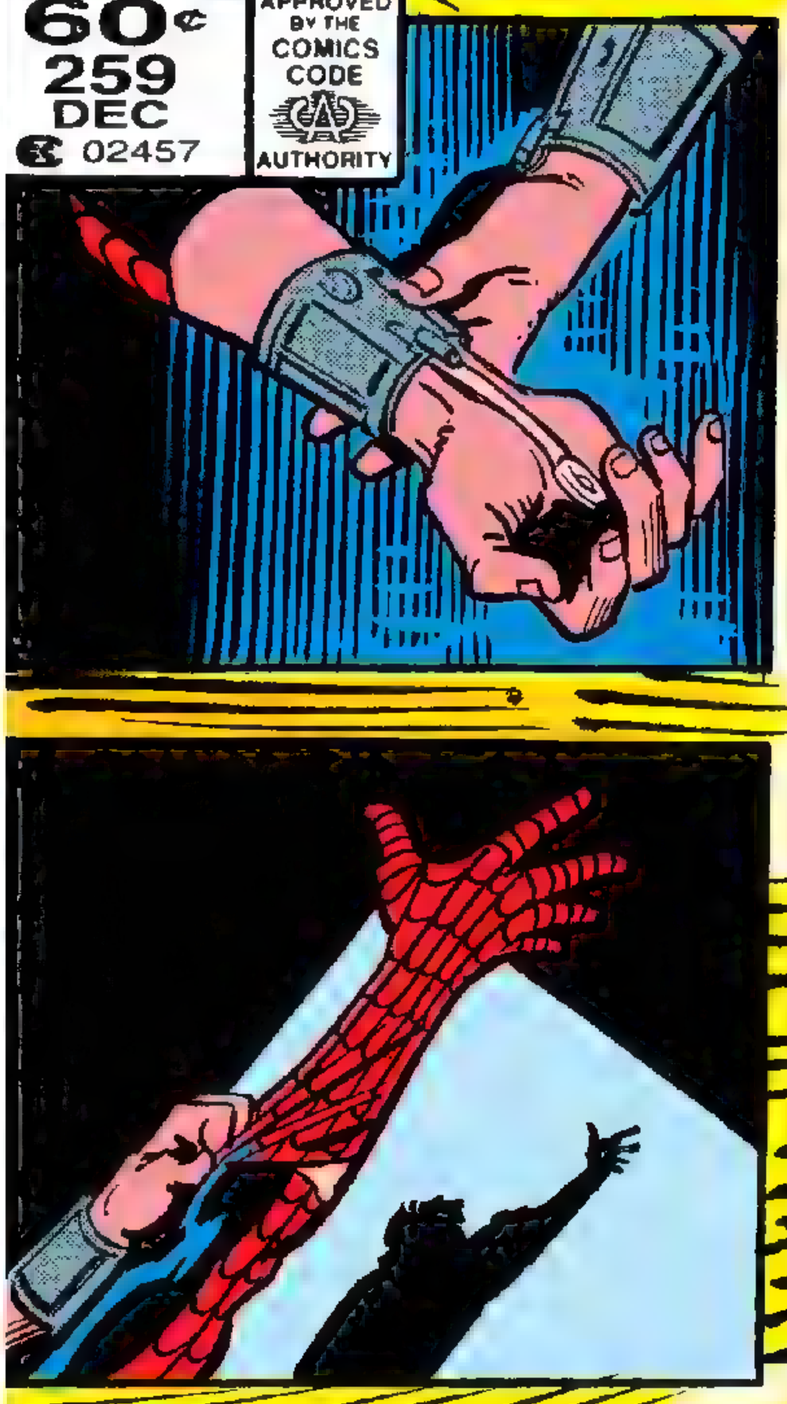
the AMAZING SPIDER-MAN®

THE ORIGINAL IS BACK!



PLUS

THE NEVER-BEFORE-TOLD TRUE STORY OF MARY JANE WATSON!

THE HOBGOBLIN STRIKES!

ALL MY PASTS REMEMBERED!

SPIDER-MAN™

I'M REAL GLAD WE FINALLY GOT THIS CHANCE TO TALK, PETER.

I CAN JUST IMAGINE HOW CRAZY YOUR LIFE HAS BEEN LATELY... ESPECIALLY SINCE I TOLD YOU THAT I KNOW YOU'RE *SPIDER-MAN!**

WHAT AM I GOING TO DO? HOW CAN I EVER CONVINCE *MARY JANE* THAT SHE'S WRONG ABOUT MY SECRET IDENTITY?

SHOULD I EVEN TRY?!

STAN LEE *PRESENTS*
TOM DeFALCO-- *WRITER*
RON FRENZ-- *PENCILER*
JOSEF RUBINSTEIN-- *FINISHER*
JOE ROSEN-- *LETTERER*
BOB SHAREN-- *COLORIST*
DANNY FINGEROTH-- *EDITOR*
JIM SHOOTER-- *EDITOR-IN-CHIEF*

**SEE ISSUE #257-- DANNY.*

I CARE ABOUT MARY JANE. I REALLY DO! HECK, I EVEN PROPOSED TO HER ONCE.

WHAT'S THE HARM IN HER KNOWING THAT I'M SPIDER-MAN?

BUT SHE CAN BE SO FLAKEY AT TIMES! CAN I REALLY TRUST HER WITH MY GREATEST SECRET?

RELAX, PETER! I KNOW WHAT YOU'RE THINKING ABOUT, AND YOU NEEDN'T WORRY.

I'M NOT THE SPACE CADET I APPEAR TO BE...

IT'S FUNNY, WE'VE KNOWN EACH OTHER FOR A LONG TIME...

...BUT WE REALLY DON'T *KNOW* EACH OTHER!

WE'RE SUPPOSED TO BE FRIENDS, BUT WE NEVER OPEN UP TO EACH OTHER. WE DON'T SHARE...

WE'RE A GREAT PAIR, AREN'T WE?

I GUESS I NEVER QUITE LOOKED AT IT LIKE THAT.

FRIENDSHIP CARRIES SOME PRETTY BIG RESPONSIBILITIES, BUT WE'VE JUST BEEN COASTING ALONG.

I DO THAT A LOT! SOMETIMES I THINK I'VE SPENT MY WHOLE LIFE RUNNING AWAY FROM THAT KIND OF RESPONSIBILITY.

I GUESS I GET THAT FROM MY PARENTS...

DID I EVER TELL YOU ABOUT THEM?

"THEY MET IN COLLEGE. MOM WAS A DRAMA STUDENT, AND DAD MAJORED IN MODERN AMERICAN LITERATURE.

"OH, THEY WERE SO IN LOVE IN THOSE DAYS! THEY JUST COULDN'T WAIT TO GET MARRIED.

"AFTER GRADUATION, MOM WANTED TO MOVE TO NEW YORK CITY, TO TRY HER HAND AT ACTING, BUT DAD HAD OTHER IDEAS...

BE SENSIBLE, MADELINE! I'VE ALREADY BEEN OFFERED A TEACHING POSITION. IT'S ONLY A SMALL COLLEGE OUT IN THE MIDDLE OF NOWHERE, BUT IT IS A START...

OH, PHILIP, I'D MOVE TO SIBERIA IF IT WOULD MAKE YOU HAPPY!

"THEY WERE MARRIED ABOUT EIGHTEEN MONTHS WHEN THEY HAD MY SISTER *GAYLE*...

"I WAS BORN FOUR YEARS LATER.

"AS THE YEARS PASSED, DAD BECAME A FULL PROFESSOR. HE WAS POPULAR WITH HIS STUDENTS, AND THE COLLEGE ADMINISTRATION RESPECTED HIM.

"MOM DEVOTED HER LIFE TO US KIDS

"MY PARENTS MUST HAVE LOOKED LIKE THEY HAD IT ALL...BUT DAD WASN'T SATISFIED. HE WANTED TO WRITE! TO PROVE TO THE WORLD THAT HE HAD THE SKILL AND TALENT TO BE ANOTHER FITZGERALD, A FAULKNER--!

"HE DIDN'T!

NO! *NO!* IT ISN'T COMING OUT RIGHT!

IT'S TRASH! EVERYTHING I WRITE IS TRASH!

CAN'T YOU KEEP THOSE KIDS QUIET?

MADELINE, IT'S *YOUR* FAULT I CAN'T CONCENTRATE!

HUSH, GIRLS! YOUR FATHER IS TRYING TO WORK!

BUT WE WEREN'T DOING ANYTHING, MOMMA!

I KNOW, SWEETHEART!

"DAD BEGAN SWITCHING JOBS, MOVING FROM ONE COLLEGE TO THE NEXT. I DON'T KNOW WHAT HE WAS LOOKING FOR, BUT HE NEVER SEEMED TO FIND IT.

"MOM ENDURED THE CONSTANT MOVING, EVEN THOUGH SHE HATED IT.

"I WASN'T WILD ABOUT IT EITHER.

"AS A RESULT, GAYLE AND I WERE ALWAYS CHANGING SCHOOLS. IT WASN'T EASY TO MAKE FRIENDS... BUT I REALLY WANTED THE OTHER KIDS TO LIKE ME, TO NOTICE ME...

WE HAVE A NEW STUDENT... MARY JANE WATSON.

THAT'S ME--THE ONE AND ONLY!

"I GUESS I BECAME A BIT OF A CLASS CLOWN!

"GAYLE HANDLED HER LONELINESS DIFFERENTLY. SHE BEGAN TO STUDY DANCE...

"SHE WOULD PRACTICE FOR HOURS...JUST HER AND HER MUSIC!

"MEANWHILE, THINGS CONTINUED TO GET WORSE BETWEEN MOM AND DAD...

I NEVER WANTED A HOUSE OR CHILDREN!

THEY'RE ANCHORS HOLDING ME DOWN!

"AND THEN, ONE DAY...

ENOUGH! THOSE BLOODY DANCE LESSONS ARE COSTING ME A FORTUNE!

SWAK!

PHILIP, NO--!

NOT THE CHILDREN--! DON'T TAKE YOUR FRUSTRATIONS OUT ON THEM, TOO!

"I COULDN'T BELIEVE MY FATHER HAD ACTUALLY STRUCK GAYLE! I FELT HELPLESS! ENRAGED--!

"I DIDN'T KNOW WHAT TO DO, SO I BEGAN TO RUN...

HEY, MARY JANE! WHERE YOU GOING IN SUCH A HURRY?

YOU OKAY--? YOU LOOK LIKE SOMETHING'S WRONG!

W-WRONG--?!

ARE YOU KIDDING?

NOTHING'S *EVER* WRONG WITH MARY JANE WATSON!

"MOM FINALLY GAVE UP ON HER MARRIAGE A FEW WEEKS LATER, WHILE MY FATHER WAS BEING HONORED BY HIS COLLEGE...

MAN OF THE YEAR

"WE SLIPPED OUT OF THE HOUSE WHILE HE WAS STILL AT THE AWARDS CEREMONY. I GUESS MOM JUST COULDN'T FACE HIM ANYMORE...

"A MESSY DIVORCE FOLLOWED! DAD SUED HER FOR DESERTION, AND THE COURT WASN'T VERY SYMPATHETIC TOWARDS HER...

"WE DIDN'T HAVE MUCH MONEY, SO WE WERE FORCED TO TURN TO FAMILY FOR HELP..."

I STILL DON'T SEE WHY WE'VE GOT TO TAKE THEM IN!

THEY'RE KIN, AND THEY'VE GOT NO-WHERE ELSE TO GO!

"IT WASN'T EASY ON US, BEING SHUFFLED FROM ONE SET OF RELATIVES TO ANOTHER, BUT I TRIED TO MAKE THE MOST OUT OF IT...

OH, DOLLINK! YOU'RE SO CUTE, I COULD DIIIE!

=GIGGLE= THAT'S A GREAT AUNT MARTHA, MARY JANE!

"IT'S FUNNY, BUT THERE WAS ONLY ONE RELATIVE THAT I ENJOYED VISITING. MY FATHER'S SISTER... *AUNT ANNA!* SHE ALWAYS MADE ME FEEL SO AT HOME--!"

MARY JANE, I WANT YOU TO MEET MY FRIEND MAY PARKER!

SHE HAS A NEPHEW WHO'S ONLY A YEAR OLDER THAN YOU!

"I MUST HAVE BEEN AROUND THIRTEEN WHEN I FIRST LAID EYES ON YOU, PETER! YOU WERE JUST STARTING HIGH SCHOOL, AND YOU LOOKED SO SERIOUS! A REAL BOOKWORM!

"DO YOU REMEMBER HOW OUR AUNTS WERE ALWAYS TRYING TO GET US TOGETHER?"

"DO YOU PETER?"

"PETER--?"

HOW COULD I EVER FORGET?

AUNT MAY WAS ALWAYS TRYING TO SET ME UP WITH ANNA WATSON'S NIECE, BUT I STILL MANAGED TO PUT OFF MEETING YOU FOR YEARS!

FOOLISH BOY!

DON'T BLAME ME! I WAS ONLY TOLD THAT YOU HAD A GREAT PERSONALITY, AND YOU KNOW WHAT *THAT* MEANS!

WHEN I THINK OF ALL THE TIME I WASTED AVOIDING YOU--!

THAT'S THE TROUBLE WITH TIME, PETER!

IT HAS A NASTY HABIT OF SLIPPING AWAY FROM US...

ELSEWHERE, AT THAT VERY MOMENT...

LET'S GO, GUYS! HURRY IT UP!

I SPENT A SMALL FORTUNE CONVERTING THESE STUPID TRAINS--

--INTO THE CITY'S CLASSIEST CASINO, AND I DON'T WANT ANYTHING GOING WRONG ON OPENING NIGHT!

YOU NEEDN'T WORRY, MR. HUDSON!

THE COPS WOULD NEVER THINK OF LOOKING FOR AN OPERATION LIKE THIS IN A "DESERTED" TRAIN YARD!

KA-BWAM!

WHAT THE--?!

THE ROOF--! SOMETHING'S BLASTING A HOLE IN OUR ROOF!

AND THROUGH THAT HOLE SWOOPS A TERRIFYING FIGURE...

I'M AFRAID YOU'LL HAVE TO POSTPONE TONIGHT'S FESTIVITIES, MR. HUDSON! YOU AND I HAVE BUSINESS TO DISCUSS!

THE POLICE MAY NOT BE AWARE OF THIS SWEET LITTLE SET-UP, BUT NOTHING ESCAPES THE NOTICE OF *HOBGOBLIN!*

LET'S GET 'IM, LOUIE!

FORGET IT! WE AIN'T BEIN' PAID ENOUGH TO TAKE ON ACTION LIKE *HIM!*

WH-WHAT ARE YOU DOING HERE? WHAT DO YOU WANT?

WE ARE ABOUT TO BECOME BUSINESS ASSOCIATES, HUDSON!

I'M CUTTING MYSELF A PIECE OF YOUR PIE!

SINCE YOU'VE ALREADY INVESTED CONS DERABLE EFFORT AND EXPENSE IN THIS ENTERPRISE, I SHALL CHOOSE NOT TO BE GREEDY!

I SHALL ONLY REQUIRE A SMALL PERCENTAGE OF YOUR WEEKLY PROFITS! SHALL WE SETTLE ON 10%?

YOU'VE GOTTA BE NUTS! I'M ALREADY KICKING INTO THE *KINGPIN'S* COFFERS!

WHY SHOULD I SPLIT WITH YOU, TOO?

THINK OF THE ALTERNATIVE! YOU CATER TO A VERY EXCLUSIVE CLIENTELE. HOW LONG WILL THEY CONTINUE TO PATRONIZE YOU IF I BEGIN TO MAKE LIFE UNPLEASANT FOR THEM...AND YOU?!?

YOU'D BEST CONSIDER MY PROPOSITION VERY CAREFULLY, HUDSON.

I COULD MAKE LIFE *MOST* UNPLEASANT, INDEED!

ELSEWHERE...

WHATEVER HAPPENED TO YOUR FATHER?

HE MOVED TO OREGON SOME YEARS AGO... AND HE DIDN'T EVEN BOTHER TO SAY GOOD-BYE.

I WROTE TO HIM A FEW TIMES, BUT HE NEVER ANSWERED MY LETTERS.

AFTER A WHILE, I STOPPED TRYING...

"MEANWHILE, MOM HAD FINALLY FOUND US A PERMANENT PLACE TO LIVE... WITH HER COUSIN, FRANK BROWN!

"FRANK WAS A STEEL WORKER WHOSE WIFE HAD DIED THE YEAR BEFORE...

"HE TOOK US IN ON THE CONDITION THAT MOM WOULD KEEP HOUSE FOR HIM, AND HIS THREE CHILDREN...

"LIVING WITH FRANK WAS QUITE AN EXPERIENCE. HE WAS A HARD MAN. STERN! UNFORGIVING! BUT, HE DID TREAT US FAIRLY--

"--AND, HE BROUGHT A CERTAIN AMOUNT OF STABLITY TO OUR LIVES. THAT'S WHEN GAYLE FIRST STARTED DATING TIMMY... *TIMMY BYRNES!*

"OH, HE WAS SUCH A HUNK IN HIGH SCHOOL! I WAS HALF IN LOVE WITH HIM MYSELF.

"I REMEMBER HOW HAPPY GAYLE WAS! EVERYTHING WAS FINALLY COMING TO-GETHER FOR HER!

"SHE WAS LIVING EVERY YOUNG GIRL'S FANTASY! NOT ONLY WAS HER BOYFRIEND THE CAPTAIN OF THE FOOTBALL TEAM--

T I M M Y

"--BUT HE WAS ONE OF THE SCHOOL'S TOP SCHOLAR'S, TOO!

THE NATIONAL HONOR SOCIETY WELCOMES TIMOTHY BYRNES TO ITS RANKS!

N H S

"HER DANCE TEACHER WAS CERTAIN SHE HAD A REAL SHOT AT A COLLEGE SCHOLARSHIP.

"YEAH, THINGS LOOKED GREAT! IT'S A SHAME FANTASIES DON'T WORK OUT IN REAL LIFE...

"GAYLE KEPT STUDYING, AND WORKING AT HER ART!

"SHE LOVED TO DANCE! SHE REALLY DID!"

"BUT, IT WAS REAL OBVIOUS THAT SHE LOVED TIMMY EVEN MORE!

"AS FOR ME, I WAS BUSY WITH THE SCHOOL'S DRAMA DEPARTMENT...

JULIET! WHEREFORE ART THOU?

HERE I AM, TIGER!

HA HA HA

"NEEDLESS TO SAY, MY FIRST FEW PERFORMANCES LACKED A CERTAIN 'POLISH'...

"AS THE SCHOOL YEAR DREW TO A CLOSE, GAYLE DROPPED HER BIG BOMB...

TIMMY AND I HAVE DECIDED TO GET MARRIED AS SOON AS WE GRADUATE HIGH SCHOOL!

WHAT..?!

ARE YOU CRAZY?! YOU'RE THROWING AWAY YOUR CHANCE FOR COLLEGE! FOR EVERYTHING--!

YOU CAN'T TELL ME HOW TO LIVE MY LIFE, MOM--

BYE-BYE BIRDIE

--NOT AFTER THE MESS YOU MADE OF YOURS!

"IN THE END, GAYLE HAD HER WAY...

"THEY WERE MARRIED IN A SIMPLE CHURCH CEREMONY.

"SOON AFTER THAT THEY LEFT TOWN. TIMMY PLANNED TO ENTER A PRE-LAW COLLEGE PROGRAM IN THE FALL, AND GAYLE WAS GOING TO TAKE A JOB TO HELP SUPPORT THEM...

"FOR SOME CRAZY REASON, THAT SEEMED VERY ROMANTIC TO ME AT THE TIME.

"PRETTY DUMB, HUH?

"THE NEXT YEAR WAS A WILD TIME FOR ME. I WAS FIFTEEN, AND LIFE WAS BEAUTIFUL! I EVEN ACTED IN A FEW MORE PLAYS...

I HAVE ALWAYS DEPENDED ON THE KINDNESS OF STRANGERS!

"IT WASN'T BAD!

"AND THEN, I RECEIVED THE LETTER...

IT'S FROM GAYLE! SHE'S COMING TO VISIT. SHE HAS A SURPRISE FOR US!

I WONDER WHAT IT IS?

"WHEN THEY ARRIVED, WE FOUND OUT...

OH, GAYLE, I'M SO HAPPY FOR YOU AND TIM!

"YEAH, EVERYONE WAS HAPPY FOR THEM!

"WELL, *ALMOST* EVERYONE...

"I STILL REMEMBER THE DAY THE BABY WAS BORN! HE WAS THE CUTEST LITTLE BOY--!

"BUT THE EXPRESSION ON TIMMY'S FACE--! HE WAS ONLY NINETEEN, BUT HE LOOKED SO HAGGARD, SO DESPERATE! LIKE SOME CAGED ANIMAL--"

--OR A DROWNING MAN WHO HAD JUST BEEN TOSSED AN ANCHOR!

ALIAN ICE

C'MON, MARY JANE, IT COULDN'T HAVE BEEN *THAT* BAD! I THOUGHT HE LOVED YOUR SISTER.

ITALIAN ICE

HE DID, BUT THAT DIDN'T CHANGE THE FACTS...

TIMMY HAD BARELY FINISHED HIS FIRST YEAR OF COLLEGE!

HE LOVED GAYLE! I'M SURE HE DID--! BUT THAT DIDN'T MEAN HE COULD ACCEPT THE RESPONSIBILITY FOR RAISING A FAMILY!

TRUE LOVE... *HA!*

IT DOESN'T STAND A CHANCE AGAINST REALITY!

WHAT GOOD IS IT, ANYWAY?!

MEANWHILE, JUST BEYOND CENTRAL PARK...

...A SMALL, UPPER WEST SIDE CONFECTIONARY STANDS.

Santellio's

CANDIES

AND, INSIDE THE BUSY STORE...

KEEP AN EYE ON THE PLACE, FELLAS!

I'LL BE IN THE BACK IN CASE ANY-BODY NEEDS ME.

HOW WE DOING, BOSS?

THE AFTERNOON TALLY LOOKS PRETTY GOOD SO FAR!

BETTER PLACE YOUR BETS, BOYS! THE NEXT RACE STARTS IN TWO MINUTES...

BWOOOM!

SAVE YOUR MONEY, GENTLEMEN!

THERE WILL ONLY BE *ONE* WINNER TODAY!

AND HIS NAME IS... *HOBGOBLIN!*

BWAKK!

WHAT ARE YOU CLOWNS WAITING FOR--AN ENGRAVED INVITATION?!

SMASH THAT FLYING FREAK BEFORE HE WRECKS THE PLACE!

YOU HEARD MR. SANTELLIO! *GET 'IM!*

WE'LL TACKLE HIM ALL AT ONCE!

UNN

YOU PATHETIC FOOLS!

BZ-ZAT!

YOUR COMBINED STRENGTH IS NOTHING WHEN COMPARED TO THE POWER OF HOBGOBLIN!

DON'T RUN AWAY, SANTELLIO! YOU AND I STILL HAVE BUSINESS TO DISCUSS!

NO! KEEP AWAY! DON'T--!

STOP SQUIRMING! YOU MUST REALIZE THAT THERE'S NO ESCAPE FROM ME!

LET GO! DON'T HURT ME! PLEASE--!

RELAX, SANTELLIO! FOR THE PRESENT, YOU ARE MUCH MORE VALUABLE TO ME ALIVE... BUT THAT COULD CHANGE!

WE ARE ABOUT TO BECOME BUSINESS PARTNERS! FROM THIS MOMENT ON, I AM IN FOR 10% OF YOUR WEEKLY TAKE!

S-SURE. ANYTHING YOU SAY!

GOOD! JUST CONSIDER ME AN ADDITIONAL EXPENSE WHICH YOU MUST PAY FOR THE PRIVILEGE OF OPERATING IN THIS FAIR CITY!

DON'T FEEL TOO BADLY, SANTELLIO! YOU MADE THE RIGHT DECISION! AFTER ALL, YOUR ONLY ALTERNATIVE--

--WAS DEATH!

UFF

MEANWHILE...

YOU OKAY?

YEAH... I GUESS SO.

I WAS JUST THINKING ABOUT TIMMY BYRNES...

HE REALLY WASN'T SUCH A BAD GUY.

I DON'T THINK HE EVER MEANT TO HURT GAYLE, OR ANYONE ELSE.

HE WAS JUST A KID WHO LET HIS LIFE GET OUT OF HIS CONTROL.

"POOR TIMMY! HE HAD ALWAYS DREAMED OF ATTENDING LAW SCHOOL, BUT HE WAS ONLY IN HIS SECOND YEAR OF UNDERGRADUATE STUDY...AND HE ALREADY HAD A WIFE AND BABY TO SUPPORT!

"THINK OF THE STRAIN HE MUST HAVE BEEN UNDER! THE PRESSURE--!

"NO WONDER HIS GRADES BEGAN TO SLIP...AND HIS MARRIAGE BEGAN TO FAIL!

YOU'RE THE REASON I CAN'T STUDY PROPERLY!

YOU AND YOUR KID!

"GAYLE WAS CONFUSED! DESPERATE! SHE STARTED CALLING MOM FOR ADVICE, FOR SUPPORT--! BUT THAT LED TO OTHER ARGUMENTS...

GET OFF THE PHONE, MADELINE!

LET THE KIDS SOLVE THEIR OWN PROBLEMS!

FRANK, *PLEASE--!* MY DAUGHTER NEEDS ME!

"MAYBE UNCLE FRANK WAS RIGHT! MAYBE MY MOTHER SHOULDN'T HAVE GOTTEN SO INVOLVED! SHE HADN'T BEEN FEELING WELL FOR MONTHS, AND THOSE PHONE CALLS CERTAINLY WEREN'T DOING HER ANY GOOD.

"I KNOW *I* TRIED TO SHUT GAYLE AND TIMMY OUT OF MY MIND...

"I WAS ONLY IN HIGH SCHOOL! PROMS AND PARTIES--THAT'S ALL I WANTED TO THINK ABOUT!

"BUT THEN, GAYLE CALLED WITH A RATHER STARTLING ANNOUNCEMENT...

MOM, I...I'M PREGNANT, AGAIN!

THAT'S WONDERFUL, SWEET-HEART!

"MOM STILL WASN'T IN THE BEST OF HEALTH, BUT SHE DECIDED TO CELEBRATE GAYLE'S NEWS WITH A SURPRISE VISIT! SHE TRULY BELIEVED THAT A SECOND CHILD WOULD FORCE TIMMY TO ACCEPT HIS RESPONSIBILITIES, WOULD HEAL THE MARRIAGE! BUT...

GAYLE, WHAT'S WRONG? WHERE'S TIMOTHY?

HE'S...GONE! PACKED HIS BAGS AND LEFT.

SAID HE COULDN'T COPE WITH THE THOUGHT OF ANOTHER CHILD!

"I SUPPOSE I SHOULD HAVE HATED TIMMY FOR WHAT HE'D DONE TO GAYLE... BUT I COULDN'T! NOT WHEN I WANTED TO RUN AWAY, TOO!

DON'T WORRY, DEAR! YOUR SISTER AND I WON'T DESERT YOU! I'LL PHONE YOUR UNCLE FRANK, AND TELL HIM WE'RE STAYING HERE!

"IN THE MONTHS THAT FOLLOWED, MOM'S HEALTH CONTINUED TO DETERIORATE. SHE GREW WEAKER AND WEAKER, UNTIL SHE HAD TO BE HOSPITALIZED...

"THAT'S WHEN WE FIRST LEARNED SHE WAS DYING.

"MY WHOLE WORLD WAS RAPIDLY BURSTING APART--!

"TO HELP WITH THE BILLS, I DROPPED ALL MY EXTRACURRICULAR ACTIVITIES--INCLUDING DRAMA CLUB--AND DEVOTED MYSELF TO A SERIES OF AFTER-SCHOOL JOBS...

"WITH ALL HER GRIEF, MY MOM STILL HAD ONE LAST DREAM. SHE WAS DETERMINED TO LIVE LONG ENOUGH TO SEE HER SECOND GRANDCHILD.

"SHE... DIDN'T MAKE IT.

I KNOW THINGS LOOK PRETTY BAD NOW, MARY JANE, BUT WE'LL FIND A WAY TO MAKE THINGS WORK OUT. TRUST ME--!

ONCE I HAVE THIS BABY, I'LL GET A FULL-TIME JOB...AND YOU WON'T HAVE TO WORK SO HARD AFTER SCHOOL!

WE CAN FIND SOMEONE TO WATCH THE KIDS DURING THE DAY, AND--

NO.

NO!

YOUR KIDS ARE YOUR PROBLEM! I'VE GOT MY OWN LIFE TO LIVE--AND I'M NOT GOING TO WASTE IT, LIKE MOM WASTED HERS!

YOU AND MOM--AND EVEN TIMMY--GAVE UP YOUR DREAMS BECAUSE YOU WANTED TO MAKE SOMEONE ELSE HAPPY!

WELL, THAT'S *NOT* GOING TO HAPPEN TO ME!

MARY JANE, *WAIT*--!

NO! I WANT MORE OUT OF LIFE! MUCH MORE!

"POOR GAYLE! I NEVER LOOKED BACK AT HER. I JUST STARTED RUNNING..."

...AND, IN ONE WAY OR ANOTHER, I'VE BEEN RUNNING EVER SINCE!

IT'S ALMOST BEEN FOUR YEARS SINCE I LAST SAW MY SISTER. HER SECOND CHILD WAS ANOTHER BABY BOY...

CUTE LITTLE GUY, TOO! AUNT ANNA SHOWED ME PICTURES WHEN HE WAS BORN.

I ONLY WISH MOMMA COULD HAVE LIVED TO SEE HIM...

WHY DON'T *YOU* GO SEE HIM? MAYBE YOU AND YOUR SISTER COULD FINALLY COME TO TERMS.

I DON'T THINK THAT'S POSSIBLE, PETER, TOO MUCH TIME HAS PASSED...

I'VE PHONED GAYLE A FEW TIMES OVER THE YEARS... MOSTLY ON HOLIDAYS AND THE KIDS' BIRTHDAYS. SHE'S NEVER HAPPY TO HEAR FROM ME.

I DON'T THINK SHE'S EVER FORGIVEN ME FOR DESERTING HER.

I REALLY DON'T BLAME HER! I'VE NEVER FORGIVEN MYSELF, EITHER.

MY AUNT MAY ONCE TOLD ME THAT MARY JANE AND I HAD A LOT IN COMMON. WE'VE BOTH LOST...SO VERY MUCH.

AUNT MAY... I'VE EVEN LOST *HER* RECENTLY! SHE HASN'T SPOKEN TO ME SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!

I REALLY SHOULD HAVE STRAIGHTENED THINGS OUT BETWEEN US LONG BEFORE NOW, BUT I'VE JUST BEEN SO BUSY LATELY. I JUST HOPE I HAVEN'T LET TOO MUCH TIME PASS...

AND, I STILL DON'T WHAT TO DO ABOUT MARY JANE KNOWING MY SECRET IDENTITY. THE GIRL JUST BARED HER SOUL TO ME! HOW CAN I LIE TO HER NOW?!

I REALLY DIDN'T MEAN TO LAY ALL MY GRIEF ON YOU, PETER. IT JUST SORT OF CAME OUT.

YOU'RE A GOOD LISTENER.

IN A FUNNY WAY, I SUPPOSE THIS MAKES US EVEN.

I KNOW YOUR GREATEST SECRET AND NOW, YOU KNOW ALL OF MINE...

HOW DO YOU MEAN?

PETER, I NEVER MEANT TO TELL YOU THAT I KNEW YOU WERE SPIDER-MAN. I DIDN'T KNOW HOW YOU'D REACT! IN FACT, I ALMOST RAN OUT ON YOU, AGAIN...

BUT, I COULDN'T!

I CARE ABOUT YOU, PETER. I REALLY DO!

I MAY FIND IT REAL HARD TO COPE WITH THE FACT THAT YOU GET YOUR KICKS BY RISKING YOUR NECK, BUT THAT DOESN'T CHANGE MY FEELINGS FOR YOU!

LOOK, I DON'T WANT YOU TO MISUNDERSTAND-- I'M NOT TALKING ABOUT *LOVE!*

I KNOW, MARY JANE. I GUESS I FEEL THE SAME WAY ABOUT YOU...

AND, I JUST WANT YOU TO KNOW THAT YOUR EVER-AMAZING ***SPIDER-MAN*** IS REAL PROUD TO COUNT YOU AMONG HIS FRIENDS!

OH, PETER! YOU CAN BE SUCH A CORN-BALL...!

WHAT'S GOING TO HAPPEN TO US NOW?

WHO KNOWS?

MAYBE WE SHOULD JUST TAKE IT ONE DAY AT A TIME...

JUST THEN, AT THE **BAXTER BUILDING**, WORLD FAMOUS HEADQUARTERS OF THE **FANTASTIC FOUR**...

HEY, REED...

...I FINALLY MANAGED TO DISCONNECT THIS MODULE FROM YOUR OLD PARTICLE ACCELERATOR. WHERE DOES IT GO NOW?

REED--?

YOO-HOO!

OH, HELLO, SHE-HULK. I'LL BE WITH YOU IN A MOMENT...

GEE, I HOPE I'M NOT INTERRUPTING AN IMPORTANT EXPERIMENT.

NOT AT ALL! I WAS JUST USING MY THOUGHT TRANSMITTER--

--IN AN ATTEMPT TO ESTABLISH CONTACT WITH THIS ALIEN ENTITY. BUT, SO FAR, I'VE BEEN UNSUCCESSFUL.

YOU PROBABLY DON'T RECOGNIZE IT IN THIS FORM, BUT SPIDER-MAN BROUGHT IT BACK WITH HIM FROM THE BEYONDER'S PLANET.* UP UNTIL RECENTLY, HE WAS WEARING IT AS HIS COSTUME...

...BUT THEN, I EXAMINED IT, AND DISCOVERED THAT IT WAS, IN FACT, A LIVING CREATURE...

*SEE THE **MARVEL SUPER HEROES SECRET WARS** LIMITED SERIES FOR DETAILS --DANNY.

...A *SYMBIOTE* THAT WAS DETERMINED TO PERMANENTLY GRAFT ITSELF TO THE WEB-SWINGER'S BODY!*

÷WHEW÷ AND I USED TO THINK IT LOOKED SEXY ON HIM!

*AS RELATED LAST ISSUE -- DANNY, AGAIN!

WHAT MAKES YOU THINK YOU CAN COMMUNICATE WITH IT?

JUST A HUNCH, REALLY. IT USED TO RESPOND TO SPIDER-MAN'S THOUGHTS.

THAT COULD IMPLY A CERTAIN LEVEL OF INTELLIGENCE.

GIVE ME A BREAK! NEXT, YOU'LL BE TELLING ME THAT IT'S CAPABLE OF FEELING EMOTIONS. LIKE LOVE...

...AND HATE!

MEANWHILE, ACROSS TOWN...

YOU HAVE DONE WELL, MY FRIEND!

WITHIN A FEW WEEKS, WE WILL CONTROL ALL OF THE MAJOR GAMBLING INTERESTS IN THIS CITY.

EXACTLY! I TOLD YOU MY PLAN WAS FOOL-PROOF!

WITH YOUR INSIDER'S KNOWLEDGE OF THE RACKETS AND MY POWER, NOTHING CAN STOP US!

I TRUST YOU HAVEN'T FORGOTTEN ABOUT THE *KINGPIN OF CRIME.*

HE WILL NOT BE PLEASED WHEN HE LEARNS THAT THE *HOBGOBLIN* HAS JOINED FORCES WITH *THE ROSE!*

WE WILL DEAL WITH THE KINGPIN IN DUE TIME!

BUT NOW I AM MUCH MORE CONCERNED WITH A MATTER OF PERSONAL VENGEANCE. I WOULD LIKE TO BORROW A FEW OF YOUR MEN!

I WANT THEM TO PAY A BUSINESS CALL ON SOME OLD FRIENDS OF MINE...

...MR. AND MRS. HARRY OSBORN!

TWO HOURS LATER...

IT'S A SHAME MARY JANE HAD A DATE TONIGHT! WE WERE GETTING ALONG SO WELL! I WONDER IF WE COULD EVER--

WHOA! I DON'T LIKE THE DIRECTION THAT THOUGHT WAS TAKING!

I'M ALREADY IN LOVE WITH THE BLACK CAT! I SHOULDN'T EVEN BE THINKING ABOUT MARY JANE IN THAT LIGHT... BUT I CAN'T SEEM TO HELP MYSELF!

WHY CAN'T ROMANCE EVER BE SIMPLE?

BAH! I CAN'T WORRY ABOUT MY SCREWED UP LOVE LIFE NOW!

IF THIS AFTERNOON CONVINCED ME OF ANYTHING, IT'S THAT I'VE GOT TO MAKE PEACE BETWEEN ME AND AUNT MAY BEFORE ANYMORE TIME PASSES!

I'LL SEE HER TONIGHT!

KLICK

MIGHT AS WELL CATCH THE EVENING NEWS WHILE I CHANGE CLOTHES.

EH--?!

÷SPUTTER÷... HAD BATTLED THE MYSTERIOUS SPIDER-MAN ON MANY OCCASIONS! UP UNTIL RECENTLY, THE AUTHORITIES BELIEVED HIM DEAD--

-- BUT NEW EVIDENCE SEEMS TO INDICATE OTHERWISE! THE *HOBGOBLIN* MAY WELL BE ALIVE!

NUMEROUS EYEWITNESSES CLAIMED TO HAVE SEEN HIM GLIDING OVER THIS CITY'S ROOFTOPS EARLIER THIS AFTERNOON!

THE HOBGOBLIN--! I NEVER REALLY BELIEVED HE DIED THE LAST TIME WE FOUGHT!*

I'VE BEEN WAITING FOR THIS--! I ALWAYS KNEW I'D HAVE TO FACE HIM, AGAIN!

* SEE ISSUE *251-- DANNY!

CAN'T WASTE A MOMENT! GOT TO TRY TO FIND HIM!

LOOKS LIKE I'M GOING TO HAVE TO PUT OFF SEEING AUNT MAY FOR ANOTHER NIGHT!

I'M SURE I LEFT MY COSTUME IN HERE! WHERE *IS* IT?

AH!

THIS OLD THING MAY NOT BE HALF AS FLASHY AS THE BLACK THREADS I'VE BEEN SPORTING THE PAST FEW WEEKS, BUT I ALMOST FEEL LIKE I'M WELCOMING AN OLD FRIEND BACK HOME, AGAIN!

I'VE ALWAYS FELT PARTIALLY RESPONSIBLE FOR THE CREATION OF HOBGOBLIN!

HE'S ALREADY KILLED A FEW PEOPLE!

I WON'T LET THAT HAPPEN, AGAIN!

SNAP!

I'D BETTER CHECK ALL MY EQUIPMENT NOW. I WON'T HAVE TIME LATER.

HM! MY SPIDER-SIGNAL SEEMS TO BE FUNCTIONING PROPERLY!

MY AUTOMATIC CAMERA IS LOADED WITH FRESH FILM. GOOD! IF I'M LUCKY, I CAN SNAP A FEW PIX FOR THE DAILY BUGLE!

I'LL JUST SLIDE IT INTO PLACE TO THE LEFT OF MY SPIDER-SIGNAL!

THIS WEB-SHOOTER CHECKS OUT FINE!

SO DOES THIS ONE! I EVEN LOADED THEM WITH FRESH WET-FLUID CARTRIDGES, SO I WON'T HAVE TO WORRY ABOUT RUNNING LOW ON WEBBING!

I CAN'T BE TOO CAREFUL WHEN IT COMES TO HOBGOBLIN! HE'S ONE OF THE MOST DANGER-OUS FOES I'VE EVER FOUGHT!

HE'S GOT AN ARSENAL OF DEADLY WEAPONS AT HIS COMMAND!

HIS SUPER-STRENGTH IS NEARLY THE EQUAL OF MY OWN!

AND, I'VE NEVER MET ANYONE HALF AS CUNNING--!

HE'S ALWAYS MANAGED TO FIGHT ME TO A DRAW IN THE PAST!

NOT THIS TIME!

HE'S NOT GETTING AWAY FROM ME AGAIN! I'M GOING TO FIGHT HIM LIKE I'VE NEVER FOUGHT BEFORE--*AND I'M GOING TO WIN!*

WHEN I'M FINISHED WITH HIM, THE HOBGOBLIN'S GOING TO KNOW HE'S BEEN BEATEN! HE'S GOING TO KNOW WHAT IT MEANS TO FACE THE POWER OF *SPIDER-MAN!*

NEXT ISSUE!

THE BATTLE YOU DEMANDED!

BE HERE AS THE SPECTACULAR SPIDER-MAN FACES--

THE CHALLENGE OF HOBGOBLIN!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

FEATURING: THE BLACK CAT, THE KINGPIN, THE ANSWER, CLOAK & DAGGER, SILVERMANE...

...AND WHAT THE WELL-DRESSED SPIDER-MAN IS WEARING THIS SEASON!

ALL IS DARKNESS.

IT IS A DARKNESS UNLIKE ANY MERE NIGHTTIME BLACK-- AS THICK AND PALPABLE AND **REAL** AS ANY SUBSTANCE THAT EXISTS IN THIS WORLD.

ONLY THIS DARKNESS IS NOT OF THIS WORLD.

IT IS THE DARKNESS THAT IS CLOAK!

MINUTES AGO, AS HE WAS STRUGGLING TO FREE HIS COMPANION, DAGGER, FROM THE GRASP OF SILVERMANE, THE BEING CALLED THE ANSWER SWOOPED DOWN AND WRESTED HER AWAY!

CLOAK HAD TO RESCUE HER FOR, WITHOUT DAGGER'S ABUNDANT SUPPLY OF LIGHT TO SUSTAIN HIM, HE WOULD HAVE TO STEAL THE LESS PLENTIFUL LIGHT FROM THE SOULS OF OTHERS.

HE HAD TO PURSUE THEM, BUT WITHOUT DAGGER TO FEED HIS DARKNESS, HE LACKED THE POWER TO DO SO.

HIS CAPE SWALLOWED THE DRUG DEALERS WHOSE SORDID BUSINESS HAD LURED HIM HERE--SEEKING TO USE SOME OF THEIR LIGHT TO NOURISH HIMSELF.

BUT BEFORE HE COULD USE THE POWER OF HIS CAPE TO TRANSPORT HIM INTO THE DARK DIMENSION, THE BIONIC FORM OF SILVER-MANE, LURCHED FORWARD INTO THE EBON FOLDS.

FOR SILVERMANE TOO, NEEDED DAGGER'S LIGHT, THE LIGHT SHE HAD STOLEN FROM HIM-- THE LIGHT HE SENSED WITHIN CLOAK.

SPIDER-MAN AND THE BLACK CAT WERE LEFT GAPING ON THE DOCKS!

NOW, WITHIN CLOAK'S DARKNESS, SILVERMANE FEELS THE LIGHT THAT ONCE WAS HIS. HE IS DRAWN INEXORABLY TOWARDS IT.

THIS IS NOT ALL OF HIS LIGHT--BUT SOMEHOW, ON A LEVEL BELOW CONSCIOUS THOUGHT, HE KNOWS HE MUST HAVE IT!

REACHING OUT HE GRASPS THAT LIGHT...

AAAARGGHHH!

THE PAIN--!

I HAVE NEVER KNOWN SUCH PAIN!

ABRUPTLY, CLOAK IS HURLED BACK FROM DARKNESS TO THE EVERYDAY WORLD.

FRANTICALLY TRYING TO EXPUNGE THE PAIN, HE THRUSTS THE DRUG DEALERS FROM HIM...

THUD

OOF! W-WE'RE BACK!

BUT FR-FROM WHERE?! IT WAS SO C-COLD!

LOOK, JOHNSTON! THE BAGS OF HEROIN WE WERE HOLDING BROKE OPEN.

MAN, THAT'S A COUPLE MILLION BUCKS STREET VALUE OF 'SNOW' FALLING ON US!

YEAH, BUT WHY IS IT STILL FALLING--THERE WASN'T *THAT* MUCH...

HEY-! IT--IT'S COLD! THAT'S *REAL* SNOW--

--AND THIS IS THE MIDDLE OF AUGUST!

BUT HOW--?*

ARRR! THE PAIN! HOW CAN I STOP THIS AWFUL PAIN?!

*FOR THE REASON BEHIND THIS SNOWFALL, CHECK OUT THOR #349, ON SALE NOW--DANNY.

Stan Lee presents: THE FINAL ANSWER!

ARRRGH!

L-LOOK! SILVERMANE'S BROKEN LOOSE FROM THAT CLOAK GUY, TOO!

WRITTEN AND DRAWN BY: AL MILGROM
EMBELLISHED BY: JIM MOONEY
LETTERED BY: DIANA ALBERS
COLORED BY: JULIANNA FERRITER
EDITED BY DANNY FINGEROTH
CRITICIZED BY: JIM SHOOTER

LET'S BEAT IT BEFORE ONE OF THEM DECIDES TO GO AFTER US AGAIN!

YOU GOT IT!

NO! SILVERMANE SEEKS DAGGER AGAIN! MUST STOP HIM! BUT I'M WEAK--SO WEAK...

A SHORT TIME LATER...

IT'S STILL SNOWING!

THIS IS MORE THAN SOME FREAK ARCTIC LOW PRESSURE CENTER! IT'S COMING DOWN REALLY HARD!

I CAN'T BELIEVE IT!

ON THE OTHER HAND IF SOMEONE HAD SAID TO ME! "PETER PARKER, YOUR GOOD FRIEND AND FORMER LOVE INTEREST, MARY JANE WATSON KNOWS YOU'RE SPIDER-MAN!" I WOULDN'T HAVE BELIEVED *THAT* EITHER-- BUT IT'S TRUE!*

*AS PETE LEARNED IN AMAZING SPIDER-MAN #258 -- HELPFUL DAN.

I DON'T EVEN KNOW WHY I WENT TO THE TROUBLE OF HIDING MY OLD WEB-SHOOTERS WHEN SHE CAME BY TO TALK A LITTLE WHILE AGO.

OLD HABITS DIE HARD, I GUESS.

AH, HERE'S ANOTHER ONE THAT WORKS. GOOD!

BECAUSE OF THE STICKY WEBBING FLUID THEY CONTAIN, THEY TAKE A CERTAIN AMOUNT OF MAINTENANCE TO KEEP THEM FROM CLOGGING UP WITH CHEMICAL RESIDUE.

THWIP!

IT'S FUNNY HOW I LET THESE BABIES FALL INTO DISREPAIR WHILE I HAD MY NEW SPIDEY-SUIT!

SPEAKING OF THINGS THAT ARE HARD TO *BELIEVE*-- I STILL CAN'T GET OVER WHAT REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, DISCOVERED ABOUT THE COSTUME I GOT IN OUR BATTLE WITH THE BEYONDER.

IT TURNS OUT THE SUIT WAS ALIVE--AND MORE!

IT HAD ESTABLISHED A SYMBIOTIC RELATIONSHIP WITH ME AND WAS GETTING TO THE POINT WHERE IT WAS GOING TO TAKE UP PERMANENT RESIDENCE ON MY BODY!

IF REED HADN'T FOUND A WAY TO GET IT TO LEAVE ME, I MIGHT BE TRAPPED INSIDE IT EVEN NOW!

WHEW! IT MAKES ME BREAK OUT IN A COLD SWEAT TO THINK OF IT! REED KEPT IT FOR STUDY--AND HE'S WELCOME TO IT AS FAR AS I'M CONCERNED!

BUT MEANWHILE, I CAN'T GO AROUND WEARING THE HUMAN TORCH'S OLD COSTUME AND A PAPER BAG ON MY HEAD.

BEING THE "UNKNOWN SUPER HERO" *ONCE** WAS BAD ENOUGH!

AH, HERE WE ARE. JUST WHERE I LEFT IT!

NEVER THOUGHT I'D SEE THE DAY I'D HAVE TO PUT THIS BACK ON!

BUT...

*ASM #258 AGAIN--D.

LOOK OUT, WORLD! THE SPECTACULAR **SPIDER-MAN** IS BACK IN HIS OLD COSTUME!

AND THE ORIGINAL IS STILL THE GREATEST!

NOW, I'LL JUST FLIP OUT THE SKYLIGHT ONTO THE ROOF--

-- AND GO TO MEET MY LADY LOVE, FELICIA HARDY, BETTER KNOWN AS THE...

BLACK CAT!

SPIDER?! YOU'RE BACK IN YOUR OLD COSTUME? HOW COME?

IT'S A LONG STORY, CAT. I'LL FILL YOU IN LATER.

RIGHT NOW, I THINK IT'S MORE IMPORTANT FOR US TO TRACK DOWN *DAGGER!*

THE LAST WE SAW SHE WAS BEING SNATCHED BY *THE ANSWER* -- AND WE BOTH KNOW WHAT A DANGER-OUS CHARACTER HE IS!

WHY SO MUCH CONCERN FOR THE SWEET YOUNG THING, SPIDER?

IS SHE ANOTHER ONE OF THE CUTIES YOU'VE LURED INTO YOUR ROMANTIC WEB?

HUH?

FIRST I FIND YOU WITH THAT RED-HEADED BIMBO*, NOW YOU SEEM TO HAVE MORE THAN THAN AN ORDINARY INTEREST IN DAGGER!

* *MARY JANE WATSON-- AS SEEN IN AMAZING SPIDER-MAN #258-- DANNY.*

COME *ON*, CAT! DAGGER IS JUST A KID! SHE'S IN OVER HER HEAD, AND I DON'T TRUST HER PARTNER, CLOAK, TO BAIL HER OUT!

IN SPITE OF HIS FEARSOME APPEAR-ANCE AND WEIRD POWERS, HE'S JUST A KID HIMSELF! BESIDES, I'M STILL IN THE DARK AS TO WHAT THEIR CONNECTION IS TO SILVERMANE.

I THOUGHT HE WAS *DEAD!* AND HOW DOES *THE ANSWER* FIT INTO THE PUZZLE? ANY IDEAS?

ER... NO.

BUT I KNOW THE ANSWER WORKS FOR THE KINGPIN--I KNOW BECAUSE I HELPED THE ANSWER SNATCH SILVERMANE'S BODY FROM THE MORGUE AS REPAYMENT FOR THE KINGPIN HELPING ME ACQUIRE SUPER POWERS.

I HEARD ENOUGH FROM THE ANSWER TO KNOW THAT SOMEHOW THEY REVIVED SILVER-MANE'S BIONIC BODY-- WITHOUT RESTORING HIS MIND!

BUT I CAN'T TELL SPIDER THAT! IF HE FINDS OUT ABOUT MY CONNECTION TO HIS ARCH-ENEMY, THE KINGPIN, HE'LL NEVER TRUST ME AGAIN!

IF ONLY I'D MAN-AGED TO LAND MY SPIDER-TRACER ON SILVERMANE BEFORE HE DIVED INTO CLOAK'S CAPE--! SOMEHOW HIS ROBOTIC BODY SEEMS TO BE TRACING DAGGER-- FOLLOWING HER!

BLAST!

C'MON, LET'S GET GOING!

WHILE ACROSS TOWN, AT THE POSH PENTHOUSE APARTMENT OWNED BY THE KINGPIN OF CRIME...

WHAT DO YOU MEAN SHE CAN'T DO IT?!

YOU TOLD ME THAT DAGGER COULD RESTORE MY VANESSA TO FULL VIGOR--WHY HAS THAT CHANGED?!

SHE *HAD* THE POWER TO CURE YOUR WIFE, KINGPIN, BUT DAGGER IS BADLY DEPLETED.

RARELY DOES THE KINPIN SHOW EMOTION, BUT NOW HE FAIRLY QUIVERS WITH FRUSTRATED RAGE...

BUT HOW-- *WHY?!*

ON THE DOCKS SHE THREW SOME OF HER LIGHT KNIVES AT CLOAK--

--IT STRENGTHENED HIM, BUT WEAKENED HER. WHAT'S MORE THERE SEEMS TO BE AN ADDITIONAL DRAIN ON HER.

I BELIEVE THIS TO BE THE UNDEAD BODY OF SILVERMANE, SOMEHOW SUCKING SUSTENANCE FROM HER FORM.

AND HOW DO YOU KNOW THIS?

AM I NOT... *THE ANSWER!*

OF COURSE.

BLAST IT!

IS THERE *NO* WAY SHE CAN HELP VANESSA?

IN TIME HER LIGHT SHOULD REPLENISH ITSELF--IF SHE CAN BE KEPT SHIELDED FROM SILVERMANE'S DRAINING INFLUENCE.

BUT TIME IS SOMETHING WE HAVE PRECIOUS LITTLE OF...

KA-TRASH

WHY? WHAT DO YOU--

ALERT! ALERT! SECURITY HAS BEEN BREACHED!

EH?

WHO WOULD *DARE* ENTER THE STRONGHOLD OF THE KINGPIN UNBIDDEN? NO RATIONAL THINKING MAN COULD BE SO FOOLHARDY!

SECURITY, REPORT AT ONCE! HAVE THE INTRUDERS BEEN APPREHENDED?

IT'S ONLY ONE MAN, SIR, BUT... NO, W-WE CAN'T STOP HIM!

ONE MAN!? HOW DID HE GAIN ENTRANCE?

SIR--HE CAME--

--RIGHT THROUGH THE WALL!

SILVERMANE!

YES. HE SEEKS THE GIRL!

WE MUST NOT LOSE HER! TAKE HER TO THE KEEP! HAVE MY WIFE MOVED THERE AS WELL!

AT ONCE, KINGPIN! BUT I FEAR IT WILL DO NO GOOD!

WHILE IN THE APARTMENT OF MARY JANE WATSON...

SNOW! HOW WEIRD! WELL, IN A WAY IT SORT OF SUITS MY MOOD! IT WAS GOOD SEEING PETER AGAIN! REAL GOOD. BUT NOT LIKE IT WAS BEFORE.

THERE'S ONLY A SPARK THERE, SOMEWHERE, WHERE THE FLAME OF ROMANCE ONCE ROARED.

HA! GET ME! "FLAMES OF ROMANCE"! IT SOUNDS LIKE ONE OF THOSE TRASHY NOVELS YOU GET AT THE CHECK OUT COUNTER OF THE SUPERMARKET.

I TOLD PETER THAT I KNOW HE'S SPIDER-MAN! AND I LET HIM KNOW HOW MUCH IT SCARES ME TO THINK OF THE RISKS HE TAKES.*

THAT'S WHY I CAN'T ALLOW MYSELF TO BE ANYTHING MORE THAN FRIENDS WITH HIM... *EVER!*

*OF COURSE IT HAPPENED IN ASM # 258. WHY DON'T YOU JUST BUY A COPY ALREADY?! --DANNY.

HE'S BETTER OFF WITH THAT STRANGE BLACK CAT CHICK OF HIS WHO'S WILLING TO SHARE THE ADVENTURES... AND THE DANGERS HIS SPIDEY IDENTITY ENCOUNTERS.

I WAS CONCERNED TO HEAR WHAT PETE WAS SAYING ABOUT FLASH THOMPSON, THOUGH. SOMETHING ABOUT TROUBLES WITH HIS GIRL, SHA SHAN.

I ALWAYS SORT OF THOUGHT ABOUT FLASH AS THE MALE VERSION OF MYSELF--

--POPULAR, BREEZY, DON'T LET ANYTHING GET YOU DOWN.

MAYBE HE'S KEEPING SOMETHING BOTTLED UP INSIDE HIM AS BAD AS WHAT'S BOTHERING ME. I'LL CALL HIM--MAYBE A CONVERSATION WITH A KINDRED SPIRIT WOULD HELP.

BUT...

TOO BAD...THERE'S NO ANSWER. HOPE HE'S NOT STUCK SOMEWHERE IN THE MIDDLE OF THIS FREAK SNOW STORM!

WHILE, IN THE MIDST OF THAT SNOW...

I CAN'T BELIEVE THIS LUCK! THE SNOW IS RUINING MY PLANS! ONLY FLASH THOMPSON COULD GET THIS KIND OF LOUSY BREAK--SNOW IN THE MIDDLE OF THE SUMMER!

BUT THE WEATHER'S NOWHERE NEAR AS COLD AS MY TWO-TIMING GIRL-FRIEND, SHA SHAN! IMAGINE HER GOING OUT ON THE SLY WITH PUNY PARKER!*

*A MISINTERPRETATION BY FLASH OF ISSUE #94 'S EVENTS--DANNY.

I'M NOT *DRESSED* FOR THIS! GOTTA DUCK INTO THIS DOORWAY AND TRY TO WARM UP BEFORE I GO ANY FURTHER!

PIT!

GOT TO GET AWAY-- GOT TO HIDE!

HEY!

YIIIII!

BETTY--BETTY LEEDS!

FLASH THOMPSON! THANK GOODNESS--I THOUGHT YOU WERE ONE OF *THEM!*

THEM?

THERE! SHHH! WEIRD ARMORED MEN ARE RUNNING ALL OVER THE CITY, TEARING THE PLACE APART. NOBODY KNOWS WAY.

*BUT YOU WOULD IF YOU READ *AVENGERS #249 & THOR #350*-- DANNY.

KEEP BACK IN THE SHADOWS, BETTY! IF THEY COME THIS WAY, I'LL JUMP 'EM AND TRY TO DISTRACT THEIR ATTENTION FROM YOU!

OH, FLASH! THAT'S SO BRAVE.

MY HUSBAND NED WOULD NEVER SUGGEST ANYTHING THAT RISKY.

AND HE'S NEVER HERE WHEN I NEED HIM--ALWAYS AWAY ON SOME STUPID ASSIGNMENT FOR THE NEWSPAPER.

SHHH! DON'T TALK!

MEANWHILE...

IT'S JUST NO GOOD, CAT! WE'VE BEEN SWINGING AROUND TOWN FOR OVER AN HOUR AND I CAN'T GET ANY KIND OF SPIDER-SENSE BUZZ THAT TELLS ME WE MIGHT BE GETTING CLOSE TO DAGGER.

THERE'S JUST TOO MUCH INTERFERENCE-- WHAT WITH THE AVENGERS, THE FANTASTIC FOUR AND I DON'T KNOW WHO ALL ELSE BATTLING THOSE HORDES OF ARMORED DEMONS IN THE STREETS!

MAYBE WE SHOULD HELP FIGHT THEM, TOO-- LOOK FOR DAGGER LATER!

I DON'T THINK SO, CAT. THE GOOD GUYS ARE DOING OKAY WITHOUT US. AND SILVERMANE IS A DEADLY MENACE TO THE ENTIRE CITY--

--AS HE WILL BE TO DAGGER IF HE GETS HIS HANDS ON HER! WE'VE GOT TO FIND THAT GIRL *FAST!*

WELL... MAYBE WE SHOULD TRY THE KINGPIN'S HEAD-QUARTERS! I-I THINK THE ANSWER MIGHT HAVE TAKEN HER THERE!

WHAT?! HOLD ON, CAT!

HOW WOULD YOU KNOW THAT?

ME AND MY BIG MOUTH...

WELL... YOU KNOW I STILL HAVE SOME UNDERWORLD CONNECTIONS FROM MY CAREER AS A CAT BURGLAR AND-- AH--

BUT IF THAT'S YOUR SOURCE, WHY DIDN'T YOU TELL ME SOONER?

LOOK, CAT, I DON'T LIKE THIS. YOU'VE BEEN ACTING STRANGE EVER SINCE I GOT BACK FROM THE OTHER SIDE OF THE UNIVERSE.*

*SEE THE ONGOING *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES--DANNY.

I KNOW FROM CAPTAIN AMERICA AND THE TORCH, WHO WERE ALSO INVOLVED IN THE BEYONDER'S WAR, THAT YOU WERE LOOKING FOR SOME WAY TO GAIN SUPER-POWERS.

WELL, I...

AND DON'T THINK I HAVEN'T NOTICED YOU EXHIBITING SOME STRANGE NEW ABILITIES, IN OUR RECENT ADVENTURES.

I FIGURED YOU'D GET AROUND TO TELLING ME ABOUT IT WHEN YOU WERE READY-- BUT NOW IT LOOKS LIKE YOU'RE KEEPING *OTHER* SECRETS FROM ME, TOO!

TALK TO ME, CAT!

THE ANSWER WORKS FOR THE KINGPIN! I KNOW IT! *THAT'S ALL!*

NOW IF YOU'RE IN A BIG HURRY TO RESCUE YOUR PRECIOUS DAGGER--

--I THINK WE'D BETTER GET GOING *RIGHT NOW!*

ALL RIGHT. BUT THIS ISN'T THE END OF IT!

WHILE, AT THE SKYSCRAPER HEADQUARTERS OF THE KING-PIN OF CRIME, A LONE, DARK FIGURE BRAVES THE COLD AND DESOLATE STREETS.

SHE'S THERE. I CAN SENSE IT. *DAGGER* IS INSIDE THAT BUILDING!

I WAS SO WEAKENED WHEN SILVERMANE TORE LOOSE FROM ME THAT I DARED NOT USE MY WANING ENERGIES TO TELEPORT MYSELF HERE. I HAD TO FOLLOW DAGGER'S EMANATIONS ON FOOT.

BUT THOSE HANDHOLDS GOUGED FROM THE VERY FACE OF THE BUILDING-- ONLY *SILVERMANE* COULD HAVE MADE THEM!

YES! THERE HE IS! BATTLING A SMALL ARMY OF THE KING-PIN'S THUGS! HE SEEKS DAGGER TOO.

BUT HE MUST NOT REACH HER FIRST! I HAVE NO CHOICE BUT TO MUSTER MY LAST RESERVES OF STRENGTH, WRAP MY CLOAK ABOUT ME--

--AND TRANSPORT MYSELF TO DAGGER'S SIDE!

AND, MERE MOMENTS LATER, ON THE OPPOSITE SIDE OF THE STRUCTURE...

THERE IT IS! THE KINGPIN'S BUILDING!

YEAH...

...BUT IT'S NO PICNIC TRYING TO GET INSIDE! I DID IT ONCE, BUT THE KINGPIN WAS MONITORING MY PROGRESS THE WHOLE TIME!

YOU WEREN'T TRAVELING WITH THE WORLD'S GREATEST CAT-BURGLAR, THEN, SPIDER.

I CAN GET US INSIDE, UNDETECTED. IT WILL TAKE SOME TIME, THOUGH!

WAIT-- WHAT'S THAT?!

THOOM!

A SECTION OF WALL JUST GOT SMASHED OUT!

WELL, NEVER LOOK A GIFT ENTRANCE IN THE MOUTH, I ALWAYS SAY! C'MON CAT!

IT'S SILVERMANE AGAIN! *HE* MUST HAVE KNOCKED THE WALL OUT!

AND HE SURE IS KNOCKING THE KINGPIN'S GOONS AROUND, TOO!

THIS COULD MEAN THERE'S SOME KIND OF LINK BETWEEN HIM AND DAGGER--LIKE I'D GUESSED!

C'MON! NO NEED FOR US TO GET INVOLVED WITH THIS! WE'RE BETTER OFF TRYING TO LOCATE DAGGER!

AND IF SHE'S WITH THE KING-PIN, THAT MEANS SHE MUST BE...

"...ON ONE OF THE HIGHEST FLOORS!"

QUICKLY, ANSWER, WE DARE NOT DELAY EVEN FOR A MOMENT!

SET UP THE TRANSFER OF ENERGY FROM DAGGER TO VANESSA AT ONCE!

BUT KINGPIN...

TO DRAIN DAGGER'S REMAINING ENERGY WHEN SHE'S SO WEAKENED MIGHT KILL HER AND STILL FAIL TO RESTORE YOUR WIFE!

ENOUGH!

I'LL HEAR NO MORE OF YOUR FAINT-HEARTED RESERVATIONS! VANESSA *WILL* BE REVIVED. AND IF DAGGER'S DEATH IS THE PRICE THAT MUST BE PAID--

--SO BE IT!

WHAT?!

KINGPIN! I SHOULD HAVE KNOWN YOU'D BE THE VILE MONSTER WHO HAD DAGGER ABDUCTED!

ANSWER--!

DO NOT FEAR, KINGPIN. CLOAK, TOO, IS WEAKENED! I CAN STOP HIM!

THUD

WHILE IN THE CORRIDOR OUTSIDE...

MOST OF THE KINGPIN'S MEN MUST BE OCCUPIED WITH SILVERMANE. OTHERWISE, I'M SURE WE'D BE MEETING A LOT MORE RESISTANCE.

BUT HOW DO WE *FIND* DAGGER? THIS BUILDING IS SO HUGE...

JUDGING BY THE WAY MY SPIDER-SENSE IS TINGLING, THERE MUST BE SOME SORT OF MENACE NEAR-- *THERE!* THE KINGPIN!

WHAT?! SPIDER-MAN IS HERE, *TOO?* QUICKLY ANSWER, CLOSE THE ARMORED DOOR!

IT WAS BUILT TO BE PROOF AGAINST STRENGTH AS GREAT AS EVEN SPIDER-MAN'S!

MAYBE-- BUT THE STRONGEST DOOR IN THE WORLD DOESN'T DO YOU ANY GOOD--

--IF YOU CAN'T *CLOSE* IT!

≡UNNGGH≡ HURRY CAT, I CAN'T HOLD IT MUCH LONGER!

WHAT!? HIS STRENGTH IS GREATER THEN EVEN *I* SUSPECTED!

NOW, KINGY, IF YOU'LL JUST HAND OVER DAGGER--AND CLOAK TOO--WE'LL BE ON OUR WAY TO STOP SILVERMANE!

NO! DAGGER IS MINE!

SHE MAY BE THE KEY TO MY WIFE'S RECOVERY!

IF YOU WOULD TAKE HER, YOU MUST FIRST CONTEND WITH ME!

NO SWEAT, LOVER! I'M IN!

KA-LANG!

≡WHEW≡! WE MADE IT!

IF THAT'S THE WAY YOU WANT IT! I'VE BEATEN YOU BEFORE-- AND I CAN DO IT AGAIN!

BLACK CAT-- I CALL ON YOUR DEBT TO ME! STOP SPIDER-MAN!

WHAT?! CAT-- WHAT IS HE TALKING ABOUT?

LONG STORY, LOVER! BUT DON'T WORRY, MY DEBT TO THE KINGPIN IS CANCELLED--

--JUST LIKE *HE'S* ABOUT TO BE!

MOVING WITH ALL THE SAVAGE GRACE OF HER NAMESAKE THE BLACK CAT LEAPS...

AIIIEEEE! THE COLD!

I KNOW THE CAT'S POWER TOO WELL! BY ACTING ONLY TO DEFEND MYSELF I WAS able TO AVOID HAVING ANY BAD LUCK BEFALL ME!

CAT!

GOT TO GET HER OUT OF THERE BEFORE CLOAK CONSUMES HER!

EVEN AS SPIDEY SPRINGS FORWARD...

KA-THOOK!

BUT WHY IS MY SPIDER-SENSE TINGLE GROWING *STRONGER*--?

THE DOOR-- IT'S BEING SHATTERED!

BUT WHAT COULD POSSIBLY POSSESS THE POWER--?

SILVERMANE!!

WE *TRIED* TO STOP HIM, BOSS!

BEWARE, KINGPIN! HE SEEKS DAGGER!

HE WON'T HAVE HER!

HEEDLESS OF THE RISK--THINKING ONLY OF HIS STRICKEN WIFE-- THE KINGPIN HURLS HIMSELF BODILY AGAINST THE BIONIC JUGGERNAUT THAT IS SILVERMANE!

BA-TOOOOM!

TAKE HER QUICKLY, SPIDER-MAN! I CANNOT RESIST THE HUNGER MUCH LONGER! AND HER LIGHT SEEMS SOMEHOW TAINTED-- TO CONSUME IT, MIGHT KILL BOTH OF US!

INCREDIBLE! THE KINGPIN IS ACTUALLY HOLDING HIS OWN! POWERFUL AS HE IS, I STILL THOUGHT I WOULD HAVE TO INTERVENE TO SAVE HIM FROM SILVERMANE, BUT...

NO! SILVERMANE HAS LANDED A TELLING BLOW!

AND ANOTHER...

CRRUNCH!

THE WEIRD COMBINATION OF FORCES THAT GRANT SILVERMANE HIS POWER AND "LIFE" MAKE HIM ALL BUT UN-STOPPABLE!

I CAN COME UP WITH BUT ONE ANSWER TO DEFEAT HIM--

NO! MUST...SAVE...

HE MUST BE RESTORED TO FULL LIFE. AND TO DO THAT, DAGGER MUST RETURN THE LIGHT SHE TOOK FROM HIM.

...VANESSA...

THAK!

UNNH!

YES. IF I INTERPRET DAGGER'S POWERS CORRECTLY-- USUALLY, WHEN SHE TAKES SOMEONE'S LIGHT IT GOES INTO A GENERAL "POOL."

BUT SOMEHOW, DUE TO THE MECHANICAL DEVICES MAINTAINING A A SEMBLANCE OF LIFE IN SILVERMANE, *HIS* LIGHT HAD A UNIQUE, COHESIVE PROPERTY.

THAT IS WHY HE AND HE ALONE RETAINS A LINK TO HIS LIGHT ENERGY-- WHY HE PURSUED DAGGER RELENTLESSLY ONCE WE REVIVED HIS FORM.

YES...THERE IS BUT ONE WAY TO STOP HIM!

MEANWHILE...

EASY, TALL, SHINY AND WRINKLED! JUST BECAUSE YOU GOT BY THE KINGPIN DOESN'T MEAN YOU GET A FREE SHOT AT DAGGER!

I'M TOO WEAK TO HELP-- FEEL AS IF MY BODY IS NO LONGER SOLID--LIKE I'M FADING AWAY, INTO THE INTANGIBLE DARKNESS!

IT'S UP TO SPIDER-MAN NOW!

AND THE WEB-SWINGER IS DOING HIS BEST, ONLY...

I DON'T KNOW HOW I CAN ***STOP*** HIM! MY PUNCHES DON'T SEEM TO HAVE ANY EFFECT!

AND ONLY MY SPEED IS KEEPING HIM FROM POUNDING ME INTO SPIDER-JELLY!

DON'T LET HIM GET PAST YOU, SPIDER-MAN! IF HE TAKES WHAT LITTLE LIGHT DAGGER HAS LEFT, SHE WILL SURELY DIE--

--AND SILVER-MANE'S POWER MAY BECOME EVEN GREATER IF HIS LIGHT IS RETURNED! *STOP HIM!*

WHAT DO YOU *THINK* I'M TRYING TO DO, CLOAK? SQUARE DANCE WITH HIM?

NEITHER SPIDER-MAN, NOR CLOAK CAN STOP SILVERMANE! IT'S UP TO ME!

DAGGER MUST RETURN HIS LIGHT--BUT BEFORE HER BODY WILL PART WITH IT, SHE WILL NEED *MORE* LIGHT TO SUSTAIN HER!

THAT IS THE *ANSWER*--

--I AM THE ANSWER! I-I-

!!!!!!!!!!EEEEEEEEEEEEE!

KRUMP!

THE ANSWER IS FEEDING DAGGER HIS LIGHT--BUT IT'S DRAINING TOO FAST. SHE'S TAKING TOO MUCH--

KAAAAA-FFLAASSSH!!!

THE ANSWER IS GONE-- HE GAVE ME HIS LIGHT-- BUT WHAT HAPPENED TO HIS BODY

I'VE NEVER FELT THIS MUCH POWER-- THIS MUCH LIGHT BEFORE! MY BODY CAN SCARCELY CONTAIN IT!

HERE, SILVERMANE--TAKE BACK THE LIGHT I TOOK FROM YOU! IT'S BEEN NOTHING BUT A CURSE SINCE THE DAY I GOT IT!

SILVERMANE HITS THE CORUSCATING WAVES OF LIGHT EMANATING FROM DAGGER...

GREEDILY HIS MINDLESS METALLIC FORM SUCKS IN THE UNIQUE LIGHT FORCE THAT IS HIS AND HIS ALONE.

GRADUALLY THE BLANK LOOK IN HIS EYES FADES, AS LIFE RETURNS. ONCE AGAIN HE IS COMPLETE.

CLINICALLY, HE HAD DIED.

HIS MECHANICAL BODY HAD MAINTAINED IN HIM A QUASI-LIFE-- KEPT HIM FROM AN IRREVOCABLE END!

BUT WITH THE RETURN OF INTELLIGENCE COMES A WAVE OF CONFUSION AS WELL!

HE HAS BEEN TO THE BRINK OF DEATH--YES, AND BEYOND. AND NOW, HIS SENSES REEL UNDER THE BOMBARDMENT OF RETURNING AWARENESS.

HE SEEKS SOLACE IN SOLITUDE-- SO HE TURNS FROM DAGGER-- RUNNING HEADLONG FOR THE WALL--

--AND TAKES HIS LEAVE!

SILVERMANE'S LIGHT IS GONE, YET STILL I AM FILLED TO BURSTING WITH LIGHT!

DAGGER...I-I *BEG* YOU! SAVE MY WIFE! CURE MY VANESSA!

PLEASE!

NO, KINGPIN! FOR THERE IS ANOTHER WHO NEEDS MY EXCESS LIGHT MORE-- AND GLADLY DO I GIVE IT TO HIM!

I DANCE THE DANCE OF LIGHT, THE DANCE OF LIFE ITSELF!

AND I GIVE THIS LIGHT TO HIM WHO IS MY FRIEND, MY COMPANION, INDEED MY OTHER HALF!

TAKE MY LIGHT, DEAR CLOAK--

--AND BE WHOLE ONCE AGAIN!

DAGGER, YOU STILL HAVE LIGHT TO SPARE --GIVE SOME TO VANESSA... PLEASE!

CLOAK-- SHOULD I...?

WE DO NOT HELP THE LIKES OF HIM, DAGGER! HE IS THE ONE RESPONSIBLE FOR SILVERMANE RETURNING TO LIFE--

--LET HIM ACCEPT THE CONSEQUENCES OF HIS ACTIONS!

NO! THEY'RE GONE!

I HOLD YOU TWO RESPONSIBLE FOR THIS! IF NOT FOR YOUR INTERFERENCE, I WOULD HAVE FOUND THE TIME AND MEANS TO SAVE VANESSA!

BUT KNOW THIS--THE VENGEANCE OF THE KINGPIN IS UPON YOU! AND THAT IS A VENGEANCE TERRIBLE TO BEHOLD!

ER... I THINK WE'D BETTER GET GOING, SPIDER!

WHEW! I'VE NEVER SEEN THE KINGPIN LOSE IT LIKE THAT BEFORE.

AND I DON'T REALLY SEE HOW HE CAN BLAME US FOR WHAT HAPPENED!

I GUESS HE JUST CAN'T ACCEPT THE FACT THAT *HE* FAILED TO SAVE HIS WIFE! HE HAD TO FIND A SCAPEGOAT!

AND WITHIN THE CONFINES OF THE KINGPIN'S DEVASTATED KEEP, A STRONG MAN WEEPS QUIETLY--

--AND THINKS DARK THOUGHTS OF REVENGE!

MEANWHILE...

IN A SECLUDED LABORATORY LOCATED WITHIN FANTASTIC FOUR HEADQUARTERS...

WHAM! WHAM! WHAM!

THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, HAMMERS AT ITS UNYIELDING PRISON...

WHAM!

WHAM!

AND, EVEN AS IT ASSESSES ITS CURRENT SITUATION, IT BEGINS TO PLAN--!

WHAM!

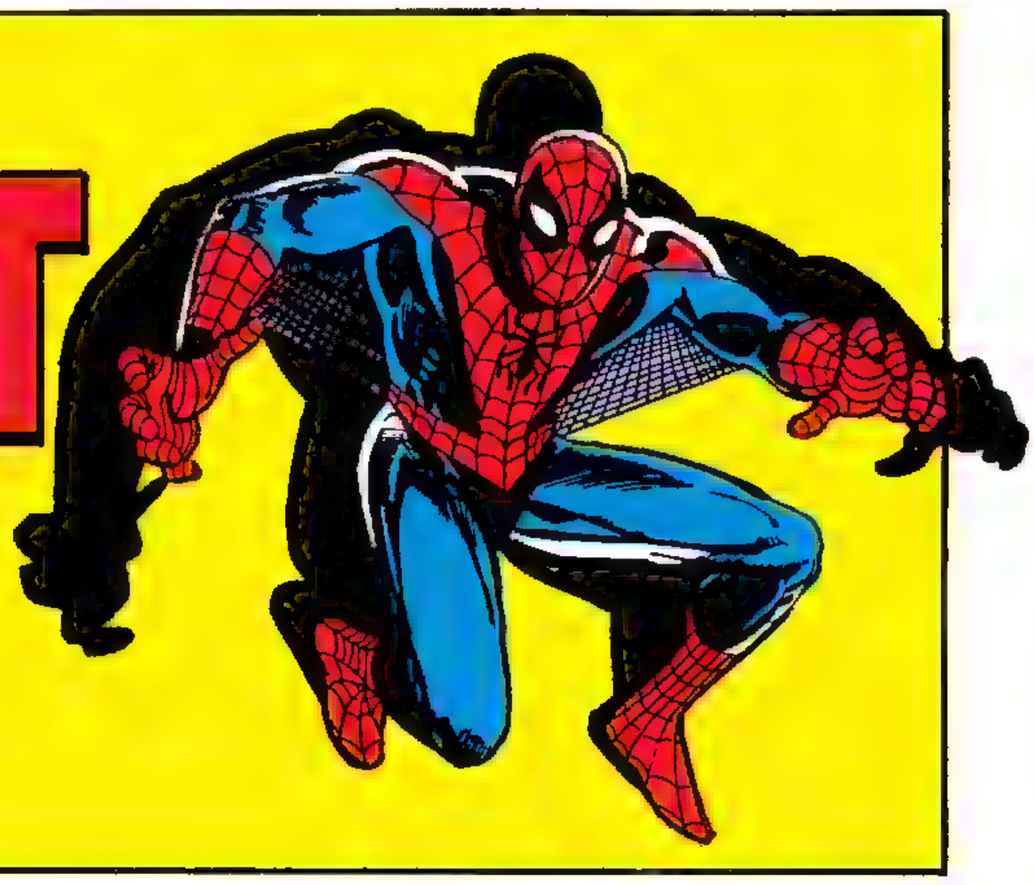
TO HATE--!

TO HUNGER FOR REVENGE--!

NEXT ISSUE

THE MOST OFFBEAT STORY YET! THE MEDIUM IS THE MESS IN:

HERMIT-AGE!



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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

ENTER: THE HERMIT!

MILLGROM

Stan Lee PRESENTS:

HERMIT-AGE!

THE PIGEONS IN NEW YORK CITY ARE A HARDY BREED. THEY'RE OVERFED AND ARROGANT, AND RARELY MAKE WAY FOR ANYTHING.

BUT EVEN THESE BLASÉ BIRDS OF A FEATHER FLY AWAY TOGETHER WHEN THEIR ROOSTING SPOT IS INVADED BY... THE AMAZING SPIDER-MAN!

STORY
A. MILGROM

PENCILS
H. TRIMPE

INKS
J. MOONEY

LETTERS
J. CHIANG

COLORS
B. SHAREN

EDITOR
D. FINGEROTH

LOOKED OVER (OR OVERLOOKED) BY:
J. SHOOTER

THIS FEELS *GREAT!* WITH ALL THE PRESSURES I'VE BEEN UNDER LATELY, I HAVEN'T HAD THE CHANCE TO DO ANY SERIOUS WEB-SWINGING IN QUITE A WHILE!

AND WHAT GOOD IS IT TO HAVE THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER--

--IF YOU CAN'T USE THOSE ABILITIES TO BLOW OFF A LITTLE STEAM ONCE IN AWHILE?!

AND AFTER THAT ADVENTURE I JUST HAD INVOLVING THE KINGPIN OF CRIME, IF I DIDN'T HAVE SOME WAY OF COOLING OUT--

--I'D JUST FEEL LIKE GOING BACK TO BEING PETER PARKER, SEMI-EMPLOYED NEWSPAPER PHOTOGRAPHER, FULL-TIME.

I STILL CAN'T GET OVER THE TWISTS AND TURNS THAT LAST CAPER TOOK ME THROUGH...

FIRST, SILVERMANE, THE BIONIC-BODIED CRIME LORD WHO WAS SUPPOSED TO BE DEAD, WAS RESTORED TO LIFE.

"BUT HE CAME BACK AS A MINDLESS MONSTER OF DESTRUCTION, THAT SOMEHOW SOUGHT OUT DAGGER, WHOSE LIGHT KNIVES HAD 'KILLED' HIM IN THE FIRST PLACE.

"JUST WHEN THE BLACK CAT AND I AND DAGGER'S PARTNER, CLOAK, WERE FIGHTING TO FREE THE WEAKENED DAGGER FROM SILVERMANE'S GRASP--

"ANOTHER SUPER-POWERED WEIRDIE NAMED *THE ANSWER* SWOOPED DOWN AND GRABBED THE POOR GIRL FROM ALL OF US!

"WE TRACKED THEM TO THE KINGPIN'S HEADQUARTER'S WHERE A MAJOR DONNYBROOK ENSUED--

"THE KINGPIN WANTED DAGGER TO USE HER LIGHT POWERS TO RESTORE HIS WIFE TO FULL HEALTH AND SANITY--

"--AND HE FOUGHT SILVERMANE TO KEEP THE BIONIC BADDIE FROM TAKING THE LAST OF DAGGER'S LIGHT FROM HER!

"HE LOST.

"AND WHILE I WAS TRYING TO STOP SILVY, THE ANSWER SACRIFICED HIS OWN LIGHT--AND LIFE--TO RESTORE DAGGER--

...WHO IN TURN GAVE SILVERMANE BACK THE LIGHT SHE HAD TAKEN FROM HIM, RESTORING *HIS* SANITY, ENDING HIS RAMPAGE!

"BUT BECAUSE DAGGER DIDN'T ALSO RESTORE HIS WIFE, THE KINGPIN WAS--

"--WELL...A LITTLE BIT PEEVED!

"HE SWORE VENGEANCE AGAINST THE CAT AND ME!

WHY HE BLAMED *US* FOR HIS TROUBLES IS BEYOND ME!

SHEESH! SOME GUYS ARE JUST NEVER SATISFIED!

TAKE ME FOR INSTANCE, THE ANSWER IS GONE, THE KINGPIN SUFFERED SOME SERIOUS SET-BACKS, AND WHILE THE THREAT OF SILVERMANE STILL EXISTS--

AT LEAST HE'S NO LONGER A WANTON ENGINE OF DESTRUCTION CRUSHING EVERYTHING IN HIS PATH.

Lotta Cola
THE NEW SOFT DRINK
...THAT TASTES LIKE A MILLION BUCKS!

BUT MY OWN PETTY PROBLEMS KEEP PREYING ON MY MIND...

LIKE THE RIFT THAT'S FORMED BETWEEN ME AND MY AUNT MAY...

SHE'S BEEN UPSET WITH ME EVER SINCE I TOLD HER I WAS QUITTING GRADUATE SCHOOL.

HOTEL EMBAS

I KNOW HOW IMPORTANT MY EDUCATION IS TO HER, BUT WHY CAN'T SHE UNDERSTAND THAT I NEED SOME TIME TO SORT THINGS OUT?

THEN THERE'S THE TROUBLE I'VE BEEN HAVING WITH MY GIRL, FELICIA HARDY-- THE BLACK CAT!

IT'S BAD ENOUGH SHE ONLY LOVES ME AS SPIDER-MAN-- AND CAN'T STAND ME AS PETER PARKER...

...BUT NOW IT SEEMS SHE'S BEEN KEEPING *SECRETS* FROM ME AS WELL. LIKE WHY THE KINGPIN CLAIMED SHE OWED HIM A DEBT.

AND I GUESS IT'S PRETTY OBVIOUS BY NOW THAT SHE'S MANAGED TO OBTAIN SOME SORT OF SUPER-POWERS! YET SHE HASN'T TOLD ME ABOUT THEM, LET ALONE WHERE THEY CAME FROM!

WELL, AT LEAST I MANAGED TO GET RID OF THAT NEW COSTUME OF MINE IN THE NICK OF TIME!

EVER SINCE I GOT IT ON THE OTHER SIDE OF THE UNIVERSE IN THE SUPER HERO WAR WITH THE BEYONDER*, IT DISPLAYED UNUSUAL PROPERTIES.

*SEE THE ***MARVEL SUPER HEROES SECRET WARS*** *LIMITED SERIES--*DANNY.

"WHEN I FINALLY GOT REED RICHARDS, LEADERS OF THE FANTASTIC FOUR, TO EXAMINE IT FOR ME, HE MADE A STARTLING DISCOVERY...

"THE SUIT WAS ACTUALLY *ALIVE*--AND WORSE, IT WAS ESTABLISHING A SYMBIOTIC RELATIONSHIP WITH MY BODY! IT WOULD NO LONGER OBEY MY MENTAL COMMAND TO LEAVE!

"LUCKILY, REED FOUND A WAY TO FORCE IT OFF! HE KEPT THE SUIT FOR STUDY-- WHICH IS JUST FINE WITH ME!

IT STILL GIVES ME THE CREEPS TO THINK THAT IF I'D WORN THAT SUIT MUCH LONGER, I'D BE TRAPPED INSIDE IT FOREVER! *BRRRRRR!*

I'D BETTER START SWINGING AGAIN! SITTING HERE THINKING ABOUT IT IS GIVING ME A CHILL!

EVEN AS HE SWINGS OFF INTO THE DISTANCE, THERE ARE MEN NEARBY WHO COULD ANSWER SPIDEY'S QUESTION...

...MEN WHO COULD EXPLAIN TO HIM THE WAY THE BILLBOARD WORKED ITS SUBLIMINAL WILES ON HIM, THOUGH HE WAS NOT CONSCIOUSLY AWARE OF ITS MESSAGE.

THEY ARE BRIGHT, HARD MEN, NATTILY CLOTHED IN THREE-PIECE SUITS.

AND EVEN NOW THEY MAKE FURTHER PLANS TO ENSLAVE THE MINDS OF AN UNSUSPECTING PUBLIC!

WELL, WE'VE PUT IT OFF LONG ENOUGH!

RIGHT! HE CAN'T STALL US ANY LONGER!

LET'S GET HIM!

AND, DOWN THE HALL...

THEY'LL BE COMING FOR ME ANY MINUTE, I JUST KNOW IT!

WHY CAN'T THEY STAY AWAY-- WHY CAN'T THEY LEAVE ME *ALONE*?!

IS THAT TOO MUCH TO ASK? I NEVER--

KNOCK KNOCK

THEY'RE HERE!

WE KNOW YOU'RE IN THERE, TIMOTHY QUAIL! OPEN UP!

NO! PLEASE! I--I'M NOT READY YET! C-CAN'T YOU COME BACK LATER?!

NO WAY, GUY!

YOU'RE COMING WITH US!

C-CAN'T WE TALK THIS OVER?!

THE TIME FOR TALKING IS THROUGH, QUAIL!

NOW COME ALONG!

I-I GUESS I HAVEN'T ANY CHOICE!

HUH! CAN YOU *BELIEVE* THAT QUAIL GUY?

WHAT A WEIRDO!

I'LL SAY! I MEAN NOT EVERYONE *LOVES* GIVING AN ADVERTISING PRESENTATION TO A CLIENT, BUT I'VE NEVER SEEN ANYONE WHO WAS THAT *SCARED* OF DOING IT!

AND HE'S SO DARN GOOD!

AN ABSOLUTE GENIUS IN THE FIELD!

I WAS HIS ACCOUNT EXECUTIVE FOR THE LOTTO-COLA CAMPAIGN! HE CAME UP WITH THE DARN THING SINGLE-HANDED!

NO KIDDING?! WHERE DID HE COME FROM!

"HE WAS BORN AND RAISED RIGHT HERE IN NEW YORK. AS I UNDERSTAND IT, HE WAS ALWAYS A LONER--KEPT TO HIMSELF.

"BUT SOMEHOW, EVEN THEN, THE OTHER KIDS FOUND OUT HE HAD A NATURAL GIFT FOR SOLVING PROBLEMS.

"HE COULD TELL BOYS HOW TO GO ABOUT GETTING IN GOOD WITH THEIR GIRLFRIENDS--THOUGH QUAIL NEVER HAD ONE HIMSELF.

"AND HE GAVE GREAT ADVICE ON HOW TO AVOID GETTING A WHIPPING FROM YOUR FOLKS WHEN YOU DID SOMETHING WRONG!

"HIS INTUITIVE KNOWLEDGE OF HUMAN NATURE--COUPLED WITH A KEEN EYE FOR THE MOST SYMPATHETIC WAY TO PRESENT THINGS--MADE HIM A NATURAL AD-MAN FROM THE WORD GO!

"WELL, WORD OF MOUTH BEING WHAT IT IS, BEFORE LONG, THE KIDS WERE LINED UP AROUND THE BLOCK SEEKING HIS ADVICE!

Pollell

"THE ONLY TROUBLE WAS...OL' TIMID TIMOTHY HATED THE ATTENTION!

"HE PREFERRED HIS SOLITUDE, BUT WAS SO SOUGHT AFTER, HE COULDN'T GET ANY.'"

HUH! IMAGINE THAT!

YEAH, BUT IT EVEN GETS WEIRDER!

QUAIL GOT SO TIRED OF THE ATTENTION THAT WHEN HE GOT OLD ENOUGH, HE LEFT THE CITY--

"--AND MOVED TO TIBET!

"AND I DON'T MEAN HE TOOK UP RESIDENCE IN ANY CIVILIZED AREA; EITHER.

"HE LIVED IN A CAVE ATOP A REMOTE, SNOW-COVERED MOUNTAIN, GREW A LONG BEARD, DRESSED HIMSELF IN RAGGED ROBES, AND BECAME A HERMIT!

"HIS PEACE LASTED FOR A SHORT WHILE--

"--BUT BY THIS TIME, HIS FAME AS A BRILLIANT ADVISER HAD SPREAD SO FAR AND WIDE THAT EVEN HERE, DROVES OF HUMANITY SOUGHT HIM OUT!

"IF ANYTHING, THE BEARD AND ROBES *ADDED* TO HIS IMAGE AS A WISE SEER! AFTER ALL, HE REALLY LOOKED THE PART!

"MAYBE THAT'S WHEN HE BECAME SO ADEPT AT PACKAGING THINGS SO THEY WOULD SELL, HAVING SEEN THE RESULTS FROM PERSONAL EXPERIENCE!"

FINALLY HE LEFT THE MOUNTAINS, MOVED BACK HERE, AND FELL INTO ADVERTISING. HE WAS A *NATURAL*...AND BESIDES, PEOPLE IN THE BIZ MOSTLY LEAVE HIM ALONE--EXCEPT ON PRESENTATION DAYS LIKE THIS!

SPEAKING OF WHICH, WE'D BETTER HUSTLE ALONG TO THAT MEETING OURSELVES!

RIGHT!

MEANWHILE, IN AN ALLEYWAY IN THE WEST 20'S...

OKAY, MEN LET'S GET THAT STUFF LOADED ONTO THE TRUCK. NICE AND EASY DOES IT, THOUGH! NO NEED TO RUSH THINGS *TOO* MUCH!

COINCIDENTALLY, OUR WEB-HEADED WONDER IS SWINGING OVER THAT SELFSAME ALLEY...

...AND WITH ALL MY OTHER PROBLEMS, I DON'T EVEN KNOW HOW I'M GONNA PAY THE RENT THIS--

HEY! I'M GETTING A MILD BUZZ FROM MY SPIDER-SENSE! IS THERE SOME DANGER HEADING MY WAY?

NOTHING IN SIGHT EXCEPT THOSE MEN CLEARING THE TRASH FROM THE BACK OF THAT BUILDING!

WELL, CAN'T HURT TO CHECK ON THEM...

AFTERNOON, GENTS! ANYTHING GOING ON DOWN HERE I SHOULD KNOW ABOUT?

HUH?! WHO?!

SPIDER-MAN!

ER... NO, SIR! NOTHING WRONG HERE, MISTER SPIDER-MAN, SIR!

WHY DO YOU ASK?

SAY, YOU'RE NOT HERE TO *ROB* US ARE YOU? 'CAUSE IF YOU ARE, LET ME TELL YOU I'M GONNA GO CALL THE COPS RIGHT NOW!

EASY, ELLIOT. HE MIGHT BE DANGEROUS...

HOLD ON A MINUTE, FELLAS! I'M ONE OF THE *GOOD* GUYS!

YEAH? NOT ACCORDING TO THE DAILY BUGLE, YOU AIN'T!

I KNOW, I KNOW! ACCORDING TO JOLLY J. JONAH JAMESON'S EDITORIALS, I'M WORSE THAN GENGHIS KHAN, HITLER, AND DOC DOOM ALL ROLLED INTO ONE!

PHOOIE! I'VE SAID IT BEFORE AND I'LL SAY IT AGAIN--

--I'VE JUST GOT TO GET ME A GOOD PR MAN!

I DON'T WANT TO FRIGHTEN INNOCENT WORKMEN, SO I'LL JUST WEB ON OUT OF HERE!

STILL DON'T KNOW WHAT GOT MY SPIDEY-SENSE GOING!

FOR ALL I KNOW, IT'S AN AFTER-EFFECT OF MY BOD ALMOST BEING TAKEN OVER BY THAT LIVING COSTUME OF MINE! GREAT, ANOTHER PROBLEM!

NOW WHAT *AM* I GONNA DO ABOUT THE RENT...?

HEY--WHADDAYA KNOW--IT WORKED!

YEAH, LIKE A CHARM! THE BOSS' ADVISOR WAS RIGHT! AS LONG AS WE ACT LIKE WE'RE JUST GOING ABOUT OUR BUSINESS, NO ONE IS GONNA BOTHER US!

IF WE'D PANICKED, PULLED GUNS OUT, SPIDER-MAN WOULD'A TRASHED US FOR SURE!

NOT THAT WE HAD ANY CHOICE-- 'CAUSE THE BOSS WOULDN'T LET US BRING OUR RODS ALONG ON THIS CAPER!

FIGURED THAT WAY WE WOULDN'T DO NOTHIN' RASH! AND IF WE *DID* GET NABBED, WE WOULDN'T GET THE STIFFER SENTENCE THAT GOES WITH *ARMED* ROBBERY!

NOW HELP ME LOAD THIS SAFE WE SWIPED ON BOARD THE TRUCK AND WE CAN LAM OUT OF HERE!

WHILE, BACK AT AN IMPOSING STRUCTURE ON MADISON AVENUE...

GREAT PRESENTATION, TIMOTHY!

REALLY! THE CLIENT LOVED IT! SWALLOWED IT HOOK, LINE, AND SINKER!

ER... I'M GLAD YOU ALL LIKED IT! W-WOULD IT BE ALL RIGHT IF I WENT HOME A BIT EARLY TODAY? I'M FEELING RATHER TIRED.

SURE, TAKE THE REST OF THE DAY OFF! YOU EARNED IT!

HOW 'BOUT THE REST OF US GO OUT AND QUAFF A FEW TO CELEBRATE!

WELL, THANK GOODNESS *THAT'S* OVER! IF ONLY THEY'D LEAVE ME COMPLETELY ALONE--

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OH MY GOSH! IT'S *HIM*!

NO! PLEASE! NOT AGAIN!

C'MON, QUAIL, THE BOSS WANTS TA SEE YA!

THEY ARE BRIGHT, HARD MEN, NATTILY DRESSED IN THREE-PIECE SUITS.

*THEY ARE **NOT** IN ADVERTISING.*

--BUT I GUESS THAT'S JUST TOO MUCH TO ASK FOR!

AT LEAST THE MEN AT THE AGENCY AREN'T AS BAD AS...

HELLO, TIMOTHY, MY FRIEND! AREN'T YOU PLEASED TO SEE ME?

N-NO!

NO MATTER! THE LAST CAMPAIGN WENT WELL-- VERY WELL! I'M PLEASED!

HAVE YOU PLANNED THE NEXT ONE?

YES.

WHILE TIMOTHY QUAIL DETAILS THE PARTICULARS OF HIS PLAN--OTHER SINISTER EVENTS ARE OCCURRING ACROSS TOWN AT THE WORLD FAMOUS BAXTER BUILDING, HEADQUARTERS OF THE FANTASTIC FOUR...

WITHIN ONE CHAMBER OF THE BUILDING, THE ALIEN ENTITY WHICH HAD BEEN SPIDER-MAN'S NEW COSTUME IS HELD CAPTIVE...

AT THE SOUND OF FOOTSTEPS ECHOING DOWN A HALLWAY, THE CREATURE STARTS--

--THEN...

CHA-KLIK!

OH, NO! IT'S GONE!

I CAME BY TO CHECK UP ON THAT WEIRD COSTUME OF SPIDER-MAN'S--

--BUT SOMEHOW IT MUST HAVE GOTTEN OUT!

I'D BETTER ACTIVATE THE SWITCH THAT'LL LIFT THE CANISTER, AND SEE IF I CAN FIND SOME CLUE AS TO HOW THE THING ESCAPED!

HOLD IT, JOHNNY!

HUH? REED'S ARM STRETCHING INTO THE ROOM--STOPPING ME!

WATCH WHAT HAPPENS WHEN I PRESS THE BUTTON THAT ACTIVATES THE SONIC SHOCK THAT THE CREATURE IS SENSITIVE TO--

HEY! THAT THING WAS JUST ***HIDING!*** IT WAS ALL SCRUNCHED UP IN THE MACHINERY AT THE TOP OF THE TUBE!

EXACTLY! LUCKILY, I WAS DOWN THE HALL WHEN I HEARD YOUR CRY!

I DECIDED TO SEE WHAT YOU WERE UP TO--AND A GOOD THING I DID!

I'LL SAY. I MAY BE THE HUMAN TORCH, BUT THAT THING ALMOST "BURNED" ME! SORRY, REED.

I GUESS THEY DON'T CALL YOU "MR. FANTASTIC" FOR NOTHING!

NO NEED TO APOLOGIZE, JOHNNY! THE FACT IS, THAT CREATURE IS EVEN MORE CUNNING THAN I SUSPECTED.

SPIDER-MAN IS LUCKY WE REALIZED THE DANGER IT POSED TO HIM BEFORE IT WAS TOO LATE!

AND AT THE MIDTOWN HEADQUARTERS OF THE KINGPIN OF CRIME...

CURSE THEM! CURSE SPIDER-MAN AND THE BLACK CAT!

THEY COST ME THE SERVICES OF MY LOYAL SUPER-AGENT, THE ANSWER! INDEED, HE GAVE HIS LIFE STOPPING THE ONSLAUGHT OF SILVERMANE!

BUT FAR WORSE, THEY CAUSED ME TO LOSE DAGGER, WHOSE POWER WOULD HAVE CURED MY AILING WIFE--

--MY BELOVED VANESSA!

MY REVENGE WILL BE TERRIBLE... AND EXQUISITELY, EXCRUCIATINGLY SLOW! EVEN NOW, SPIDER-MAN AND THE CAT ARE FALLING PREY TO THE PLANS I LAID FOR THEM SO MANY MONTHS AGO!

IF I HAD EVER HAD ANY THOUGHTS OF RELENTING... THOSE THOUGHTS ARE GONE FOREVER!

BUT I FIND MYSELF IN NEED OF A NEW AGENT TO REPLACE THE ANSWER--PREFERABLY ONE WHO WILL ALSO ACT AS MY CHIEF ASSASSIN.

WHERE CAN I FIND SUCH AN AGENT... *WHERE?*

AND IN THE KINGPIN'S KEEP, REINFORCED FORTRESS LEVEL OF THIS VERY BUILDING, EVENTS ARE TAKING PLACE WHICH MAY SUPPLY THE MIGHTY CRIME LORD WITH THE SOLUTION TO HIS PROBLEM... IF NOT THE **ANSWER!**

I CAN'T BELIEVE THE MESS THEY MADE IN HERE!

THIS PLACE IS BUILT TO WITHSTAND EARTHQUAKES--YET LOOK AT THE DAMAGE THAT WAS DONE TO IT!

AND THAT'S WORSE, BECAUSE OF THE TOP-SECRET SCIENTIFIC EQUIPMENT HOUSED HERE, WE RESEARCH MEN HAVE TO DO THE CLEAN UP.

I KNOW WE CAN'T TRUST THE MAINTENANCE CREW TO SEE THE STUFF WE WORK WITH--

-- BUT, SHEESH, MY MOTHER DIDN'T RAISE ME TO BE A JANITOR!

WELL, AT LEAST THIS BANK OF EQUIPMENT DOESN'T SEEM TO BE DAMAGED ANY-- -- THOUGH HOW IT ESCAPED IS BEYOND ME.

LET'S SEE WHAT THE VIDEO RADIATION - SCAN ANALYZER PICKED UP.

WELL, WELL. IT'S GOT A GOOD CLEAR SHOT OF THAT CLOAK CHARACTER WE WERE BRIEFED ABOUT.

AND JUDGING FROM THE READOUT, IT GOT A FIX ON SOME SORT OF STRANGE RADIATION EMANATING FROM HIM.

I'VE NEVER SEEN ANYTHING LIKE THIS BEFORE. IT'S A BAND OF ENERGY TOTALLY UNIQUE TO THIS WORLD, ALMOST AS IF IT ORIGINATES IN ANOTHER SPHERE-- -

· OR DIMENSION.

SAY... IF I COULD ANALYZE THIS RADIATION -- FIND A WAY TO REPRODUCE IT IN THE LABORATORY-- I MIGHT BE ABLE TO DUPLICATE CLOAK'S ABILITIES.

JUST THINK!

THINK OF THE *POWER* I COULD WIELD!

THE NEXT DAY, AT THE MIDTOWN OFFICES OF THE NEW YORK DAILY BUGLE...

WELL, HERE I AM, BANG ON TIME FOR MY MEETING WITH JOE ROBERTSON. HOPE HE CAN GIVE ME SOME--

WORK! I NEED SOMETHING, ROBBIE...ANYTHING.

WELL, PETER, YOU HAVE BEEN WORKING HARD ON IMPROVING THE QUALITY OF YOUR PHOTOS, AND I'D LIKE TO HELP YOU...

BUT--?

BUT THERE JUST AREN'T ANY ASSIGNMENTS AVAILABLE FOR FREELANCE PHOTOGRAPHERS JUST NOW.

HOWEVER, THERE'S BEEN A SERIES OF VERY SLICK ROBBERIES COMMITTED AROUND TOWN LATELY.

JUST YESTERDAY A BUILDING IN THE FUR DISTRICT WAS ROBBED. APPARENTLY THE CROOKS WERE DRESSED AS WORKMEN--ACTED VERY NONCHALANT.

THEY GOT CLEAN AWAY. IF YOU COULD GET ME SOME SHOTS OF *THAT* OPERATION...

THE FUR DISTRICT! THAT'S WHERE I WAS SWINGING THE OTHER DAY! I'LL BET THOSE GUYS IN THE ALLEYWAY WERE THE CROOKS.

YOU DUMMY, PARKER! THAT'LL TEACH YOU TO PLAY CLOSER ATTENTION TO YOUR SPIDER-SENSE AND NOT LET YOUR PERSONAL PROBLEMS PREOCCUPY YOU!

I'LL SEE WHAT I CAN DIG UP, ROBBIE!

OKAY, PETER. GOOD LUCK!

AS PETE LEAVES JOE'S OFFICE...

SAY, THERE'S FLASH THOMPSON TALKING TO JOE'S SECRETARY, BETTY LEEDS.

REALLY, BETTY, THOSE ARMORED CLOWNS DIDN'T LOOK LIKE THEY WERE THAT TOUGH! I'D'VE TACKLED 'EM IF THEY'D GOTTEN NEAR US! *

OH, FLASH, I WAS JUST SO GLAD YOU WERE THERE!

HI, KIDS! WHAT'S THE GOOD WORD!

EH? OH, PARKER... IT'S YOU!

*IT HAPPENED DURING THE FREAK SUMMER SNOWFALL LAST ISH--DANNY.

WHY SO FRIENDLY ALL OF A SUDDEN? YOU DIDN'T SEEM SO EAGER TO TALK TO ME WHEN I WAS AT YOUR APARTMENT NEEDING YOUR FRIENDSHIP-- YOUR HELP.

LOOK, FLASH, I'VE BEEN MEANING TO EXPLAIN ABOUT THAT--

SAVE IT FOR THE FUNNY PAPERS, CLOWN. I DON'T WANTA HEAR IT!

SO LONG, BETTY! I'LL CALL YOU LATER!

I WISH HE'D HEAR ME OUT. BUT KNOWING FLASH, I'D BETTER WAIT FOR HIM TO COOL DOWN ON HIS OWN.

I DIDN'T KNOW YOU WERE SO FRIENDLY WITH THE BIG LUG, BETTY.

AND WHAT'S WRONG WITH IT IF I AM?

JUST BECAUSE I'M MARRIED DOESN'T MEAN I CAN'T HAVE FRIENDS OF THE MALE PERSUASION.

BESIDES, NED'S AWAY ON ASSIGNMENT FOR THE PAPER SO MUCH OF THE TIME... BUT WHY AM I EXPLAINING THIS TO YOU? IT'S NONE OF YOUR BUSINESS, PETER.

OKAY, OKAY! I GET THE MESSAGE! THEY DECLARED IT "DUMP ON PETER PARKER DAY" BUT NO ONE BOTHERED TO NOTIFY ME!

'BYE, BETTY!

WHILE, IN THE SINISTER, DARK LIMOUSINE WHICH PICKED UP TIMOTHY QUAIL...

YES, MR. QUAIL, YOUR PLANS HAVE ALL BEEN EXCELLENT SO FAR--

--BUT ALL FAIRLY SMALL POTATOES!

I THINK IT'S TIME WE TRIED A REALLY BIG HIT!

THE COMPETITION IN THIS TOWN IS TOUGH, WHAT WITH THE KINGPIN AND THE ROSE SQUEEZING OUT THE SMALLER OPERATORS.

NOW THERE HAVE BEEN RUMORS THAT SILVERMANE AND THE HOBGOBLIN HAVE RETURNED.

THE PIE IS GETTING SMALLER, BUT I WANT A LARGER CUT. UNDERSTOOD?

YES, SIR. BUT THE RISK WILL BE SO MUCH GREATER...

TOUGH! DO AS I SAY OR I KILL YOU!

SURELY THE RISK CAN'T BE ANY GREATER THAN THAT, EH?

AND DON'T EVEN *THINK* ABOUT GOING TO THE POLICE...I COULD STILL HAVE YOU KILLED, NO MATTER WHERE YOU RAN OR HOW FAR!

AND JUST TO BE SURE YOU DON'T SABOTAGE US SOMEHOW--YOU'RE GOING ALONG ON THIS CAPER YOURSELF!

EEP!

DON'T WORRY, IF YOUR PLAN IS A GOOD ONE, YOU WON'T GET CAUGHT, RIGHT? RIGHT!

SO, FRIEND QUAIL--WHAT'S THE PLAN?

THAT NIGHT, AT THE CHELSEA APARTMENT OF PETER PARKER...

MAN THIS IS A *DRAG!*

I KNOW THAT LIVING COSTUME WAS EERIE--BUT NOW I'M SPOILED!

I'VE BECOME SO USED TO THE ALIEN SUIT DRESSING ME AT MY SLIGHTEST MENTAL WHIM, THAT GETTING INTO MY COSTUME THE OLD-FASHIONED WAY SEEMS TO TAKE FOREVER.

OH, GREAT! I CAN'T EVEN GET MY MASK ON STRAIGHT!

WHO'D HAVE THOUGHT A GROWN SUPER-HERO COULD FORGET HOW TO DRESS HIMSELF? SHEESH!

FINALLY! NOW I'D BETTER SCRAMBLE ON UP TO THE ROOF! I CALLED FELICIA AND ASKED HER TO MEET ME HERE!

KNOWING HER, IF I DON'T HEAD HER OFF, SHE'LL COME BARGING IN MY LIVING ROOM WINDOW IN HER BLACK CAT DISGUISE-- WITHOUT THINKING SHE COULD BLOW MY SECRET IDENTITY!

THAT'S JUST *ONE* OF THE THINGS I WANT TO TALK TO HER ABOUT. I WONDER HOW SHE'S GOING TO REACT TO THE OTHERS...?

HMM... MY SPIDER-SENSE IS TINGLING MILDLY AGAIN! WHAT POSSIBLE DANGER--

PENNY FOR YOUR THOUGHTS, LOVER!

CAT!

RIGHT THE FIRST TIME, SPIDER!

AND FOR GETTING THE RIGHT ANSWER, YOU WIN THE PRIZE--

--ME!

HOLD IT, CAT. I DIDN'T ASK YOU TO COME OVER SO WE COULD CUDDLE.

HUH? WHY NOT?

WE HAVE SOME IMPORTANT THINGS TO DISCUSS, FELICIA--

-- FOR INSTANCE, WHERE YOU GOT YOUR POWERS?

MY... POWERS?

ER... WHAT POWERS, SPIDER?

DON'T PLAY DUMB WITH ME, FELICIA. IT TOOK ME A WHILE TO CATCH ON--

--BUT I COULDN'T HELP BUT NOTICE HOW WELL YOU'VE FARED AGAINST HIGH-POWERED BAD GUYS LATELY!

PLUS THE FACT THAT CAPTAIN AMERICA AND THE HUMAN TORCH TOLD ME YOU'D BEEN MAKING THE ROUNDS OF THE DIFFERENT SUPER GROUPS IN TOWN SEEKING A WAY TO GAIN SOME POWERS.*

THEY MENTIONED IT TO ME ON THE BEYONDER'S PLANET, AND I'VE BEEN MEANING TO ASK YOU ABOUT IT EVER SINCE I GOT BACK TO EARTH!

HONESTLY, SPIDER, I--AH-- I WAS *LOOKING* FOR SUPER POWERS, BUT COULDN'T FIND ANY.

UH-HUH!

WELL TELL ME THIS, THEN! HOW IS IT YOU KNEW THE ANSWER WAS THE KINGPIN'S HENCHMAN?

I TOLD YOU I STILL HAVE SOME UNDER-WORLD CONNECTIONS! ONE OF *THEM* TOLD ME!

OH--I WON'T LISTEN TO YOUR STUPID ACCUSATIONS FOR ANOTHER MINUTE!

DON'T TURN AWAY FROM ME, CAT! ALL YOUR EXPLANATIONS ARE A LITTLE TOO PAT, TOO CONVENIENT! I-I CAN'T BELIEVE ALL OF THEM!

AND WHY DID THE KINGPIN CLAIM YOU OWED HIM A DEBT? WE WERE SO BUSY FIGHTING FOR OUR LIVES WHILE TRYING TO STOP SILVERMANE AND RESCUE CLOAK AND DAGGER THAT I NEVER GOT MUCH OF A CHANCE TO ASK YOU ABOUT THAT.

UH... HE--HE CLAIMED MY CAT BURGLAR *FATHER* OWED HIM A FAVOR! HE WANTED ME TO MAKE GOOD ON IT, NOW THAT MY DAD IS DEAD!

DON'T YOU THINK YOU SHOULD HAVE ***TOLD*** ME ABOUT THAT?!

WHAT KIND OF LOVE DO WE HAVE IF WE'RE KEEPING SECRETS FROM ONE ANOTHER? TALK TO ME, CAT! FOR ONCE IN YOUR LIFE BE COMPLETELY HONEST!

I-I *CAN'T* TELL YOU EVERYTHING YOU WANT TO KNOW!

IF YOU WON'T TRUST ME, THEN THERE'S NOTHING MORE FOR US TO DISCUSS!

GOODBYE!

CAT--FELICIA-- DON'T GO! I--

NO USE! SHE WOULDN'T LISTEN!

WELL, *THAT* CONVERSATION CERTAINLY ACCOMPLISHED A LOT!

I COULD CATCH HER, BUT--

--BUT THE TRUTH IS I FEEL LIKE TOO MUCH OF A HYPOCRITE TO WANT TO PURSUE THIS ANY FURTHER!

HERE I AM ACCUSING FELICIA OF KEEPING SECRETS FROM ME, YET HAVEN'T I DONE THE SAME THING TO THOSE I LOVE--?

LIKE KEEPING MY IDENTITY AS SPIDER-MAN FROM AUNT MAY!

I NEED SOME ACTION TO KEEP ME FROM DWELLING ON IT, I--

HEY, MY SPIDEY-SENSE IS GIVING ME A LITTLE TINGLE!

THE ONLY PEOPLE IN SIGHT ARE THOSE JOGGERS ON THE STREET! THEY DON'T APPEAR TO PRESENT ANY DANGER!

HMM..ODD THAT THE LEADER OF THE PACK IS SO SKINNY BUT THE REST OF THEM ARE ALL OBESE GUYS! WEIRD!

COME TO THINK OF IT, I LET APPEARANCES FOOL ME THE OTHER DAY WITH THOSE GUYS IN THE FUR DISTRICT!

THINK I'LL PAY ATTENTION TO MY SPIDER-SENSE THIS TIME AND FOLLOW THOSE GUYS!

AND, AS THE THUNDERING HERO OF JUMBO JOGGERS ROUNDS THE CORNER...

SURE IS A CRAZY SCHEDULE WE'RE ON-- DELIVERING THIS CASH IN THE DEAD OF NIGHT!

IT'S AN EXPERIMENT! THE BOARD OF DIRECTORS HAS THIS THEORY THERE'S LESS CHANCE OF A ROBBERY ATTEMPT THIS LATE. PERSONALLY--

SAY, WHAT'S THAT?

FIRST CITY BANK

SMITH SECURITY SERVICE

LIGHTEN UP, LOU! IT'S JUST ANOTHER ONE OF THOSE MARATHONS PEOPLE ARE ALWAYS RUNNING IN THE CITY!

THOUGH JUDGING BY THE SIZE OF THOSE GUYS, I'D GUESS IT'S NOT A *MINI*-MARATHON! HA!

GO FOR IT, MEN!

YOU FELLAS TRYING OUT FOR THE OLYMPICS? IT'S A BIT LATE!

CITY BANK

SMITH

URITY SERVICE

HEY, I WAS JUST FOOLING! NO NEED TO RUN ME OVER!

OOF!

LOOK OUT! YOU'RE CRUSHING ME!

H-HEY! THESE GUYS ARE PRESSING ME AGAINST THE SIDE OF THE TRUCK SO HARD I CAN'T MOVE!

THEY'RE *ROBBING* US!

C-CAN'T EVEN GET MY GUN OUT, BLAST IT!

HERE YOU GO, BOYS! PLENTY FOR EVERYBODY!

GOTTA HAND IT TO YA, PAL! YOUR PLAN IS WORKING LIKE A CHARM!

SMITH SECURITY SERVICE

WOW! GET A LOAD OF THIS! THOSE GUYS *WERE* UP TO NO GOOD!

I'LL JUST SET UP MY TRUSTY OLD CAMERA SO I CAN GET JOE ROBERTSON SOME NICE, EXCLUSIVE PHOTOS OF THIS SCAM--

SMITH
ITY SERVICE

SPIDER-MAN!

--AND THEN SWING DOWN AND JOIN THE PARTY!

BUT WHAT'S HE DOIN' IN HIS OLD, CRUDDY COSTUME AGAIN?

PLEASE, BOYS, DON'T INSULT THE THREADS! I SAW YOU WERE OUT FOR A RUN. AND I THOUGHT THE SIGHT OF THESE CLOTHES MIGHT HELP JOG YOUR MEMORY--

7

--TO SEE IF YOU REALLY DO REMEMBER THE OLD SPIDER-MAN!

YOU KNOW, THE ONE WHO CAN WEB UP A BUNCH OF BANK ROBBERS, JUST AS GRACEFULLY--

TH
SERVICE

--AS HE CAN SPIN A WEB LINE TO TRIP UP CROOKS WHO ARE TRYING TO LIVE THEIR LIVES IN THE *FAST* LANE!

AND SPEAKING OF *FAST*--

--WITH THE FOOD THEY SERVE IN PRISON, FASTING MIGHT PROVE TO BE THE BEST THING FOR YOU!

3

HOLD IT RIGHT THERE, SKINNY! YOU SEEM TO BE IN CHARGE OF THIS OVERBLOWN OPERATION! DON'T TRY TO GET AWAY, OR--

10

HA! HE DOESN'T SEE ME SNEAKING UP BEHIND HIM! I'LL BASH HIM WITH THIS BAG OF COINS! IF I CAN GET MY FULL WEIGHT BEHIND IT, IT'LL BE LIGHTS OUT FOR SPIDER-MAN!

OHMIGOSH! I-I DON'T WANT TO BE PARTY TO A MURDER--NO MATTER WHAT HAPPENS TO ME...

SPIDER-MAN, LOOK OUT BEHIND YOU!

9

NAUGHTY, NAUGHTY, BIG FELLA! MUSTN'T SQUASH YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! IT'S NOT POLITE!

KLOP!

MY SPIDER-SENSE WARNED ME OF DANGER, AND I WOULD HAVE AVOIDED THAT BLOW ANYWAY, BUT--

9

--WHY'D YOU WARN ME, FELLA? YOU COULD HAVE GOTTEN AWAY IF HE'D NAILED ME. YOU *ARE* A MEMBER OF THIS GANG, AREN'T YOU?

I-I NEVER WANTED TO BE A PART OF THIS, SPIDER-MAN! BUT I WAS FORCED TO AT THE RISK OF MY VERY LIFE!

SMITH SECURIT

OKAY, MEN! YOU WANT THAT MONEY SO MUCH, WE LL LET YOU SIT WITH IT-- AT LEAST UNTIL THE POLICE ARRIVE!

COME WITH ME, MISTER. SOMEHOW I BELIEVE YOU! YOU *DID* TRY TO WARN ME! LET'S GET AWAY FROM THE HUBBUB SO WE CAN TALK!

OH, MY... I THINK I'M GOING TO BE QUITE ILL!

AND SOON, ON A NEARBY ROOFTOP...

I DON'T THINK I LIKE THAT MODE OF TRAVEL.

IT GETS ME WHERE I WANT TO GO! NOW SUPPOSE YOU TELL ME YOUR STORY!

TIMOTHY QUAIL OBLIGES.

SOON...

AND SO YOU SEE, SPIDER-MAN, ALL I EVER WANTED WAS TO BE LEFT ALONE. BUT DUE TO MY UNUSUAL GIFT PEOPLE HAVE HOUNDED ME ALL MY LIFE!

I WOULD HAVE BEEN QUITE HAPPY TO REMAIN IN MY CAVE IN TIBET, DRESSED IN RAGS, BUT EVEN *THERE* PEOPLE SOUGHT ME OUT!

THOUGH AT LEAST THERE, NO ONE FORCED ME TO COMMIT CRIMES.

DEAR ME, I JUST DON'T KNOW WHAT TO DO!

TIMOTHY, I THINK I HAVE THE ANSWER!

YOU DO?

YES, AND AS A MAN WHO USES HIS TALENTS SO SUCCESSFULLY IN ADVERTISING, I'M SURPRISED YOU DIDN'T THINK OF THIS SOLUTION YOURSELF!

ALL YOU REALLY HAVE TO DO TO GET WHAT YOU WANT IS... CHANGE YOUR PACKAGING!

?

AND IN THE DAYS THAT FOLLOW...

DAILY BUGLE

CRIME WAVE ENDED!!

SPIDER-MAN SOUGHT FOR QUESTIONING

MASKED ADVENTURER SEEN LEAVING SCENE WITH SUSPECT

PHOTOS BY PETER PARKER

WHILE AT A CERTAIN MADISON AVENUE ADVERTISING AGENCY...

NOBODY'S HEARD ANYTHING FROM TIMID TIMOTHY IN DAYS! HE SEEMS TO HAVE DISAPPEARED OFF THE FACE OF THE EARTH!

DO YOU SUPPOSE HE'S SICK... OR DEAD?

OR SOMEHOW MIXED UP WITH SPIDER-MAN?

SOMEHOW, KNOWING WHAT A STICKLER QUAIL WAS FOR PRIVACY, I'LL BET HE'S RESPONSIBLE FOR HIS OWN DISAPPEARANCE!

WELL, IN ANY CASE, IT LOOKS LIKE WE'VE LOST A GREAT AD MAN!

I JUST HOPE THAT WHEREVER HE IS... HE'S HAPPY!

AND ON THE STREETS, JUST FORTY STORIES BELOW...

WELL, SPIDER-MAN WAS RIGHT! I JUST HAD TO CHANGE MY PACKAGING!

IN THE CITY, BY DRESSING IN A THREE-PIECE-SUIT AND CARRYING AN ATTACHE CASE, I JUST LOOKED THE PART OF AN AD MAN / IDEA MAN AND PEOPLE SOUGHT MY ADVICE.

AND WHEN I LIVED IN TIBET, THE TATTERED CLOTHES AND LONG BEARD MADE ME LOOK ALL THE MORE LIKE A WISE PROPHET! PEOPLE FLOCKED TO ME SEEKING A GURU!

BUT BY SWITCHING THINGS AROUND--BY DRESSING IN SIMPLE HERMIT-LIKE ROBES HERE IN NEW YORK--

--AND BY USING A FEW SIMPLE PROPS LIKE THIS OLD SHOPPING CART FULL OF OVERFLOWING PAPER BAGS AND THIS FAKE BEARD--

--PEOPLE AVOID ME LIKE THE PLAGUE!

I CAN GET ALL THE PRIVACY I WANT, EVEN IN THE MIDDLE OF A CROWDED AVENUE!

MY OWN BEARD IS COMING ALONG PRETTY GOOD! I'LL BE ABLE TO GET RID OF THE FAKE PRETTY SOON!

HEH HEH! THIS IS WONDERFUL!

GOT TO REMEMBER TO MUMBLE OUT LOUD TO MYSELF A LITTLE MORE!

SAY, I WONDER WHAT IT WOULD HAVE BEEN LIKE IF I'D STAYED IN THE HIMALAYAS--

--AND WORN A THREE-PIECE-SUIT?!

NEXT: TRUE CONFESSIONS!

ESSENTIAL PETER PARKER, THE SPECTACULAR SPIDER-MAN VOL. 4 TPB
COVER ART BY AL MILGROM & TOM CHU

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MARVEL TEAM-UP®

SPIDER-MAN®

AND THE

HUMAN TORCH™

HEADS UP, WEB-SLINGER! YOUR ORIGINAL SUIT MAY BE NIFTY--

--BUT IT SURE AIN'T FIREPROOF!

"PAWNS OF THE BLACK ABBOTT!"

J.R.JR + JR

Stan Lee PRESENTS: SPIDER-MAN® AND THE HUMAN TORCH™

A DEBT REPAID...

THE SIGHT OF THE FAMILIAR RED-AND-BLUE COSTUME OF THE AMAZING SPIDER-MAN HAS RECENTLY BEEN ABSENT FROM THE NEW YORK CITY SKYLINE, REPLACED BY AN ALIEN BLACK AND WHITE VERSION.

YET NOW, AS THE ORIGINAL--IN ONE OF ITS FIRST REAPPEARANCES--ONCE AGAIN ADDS ITS OWN SPECIAL EXCITEMENT AND COLOR TO THE SKIES OF THE BIG APPLE--

--THE ONLY WELCOME IT RECEIVES IS THE COLD THREAT OF DANGER!

THIS I DO NOT BELIEVE! I'M OUT WEB-SLINGING FOR TWO MINUTES TO CLEAR THE COBWEBS FROM MY BRAIN--

--AND ALREADY MY SPIDER-SENSE IS TINGLING! WHAT THREAT IS IT WARNING ME OF THIS TIME?

CARY BURKETT SCRIPTER / GREG LaROCQUE PENCILER / MIKE ESPOSITO INKER / DIANA ALBERS LETTERER / JULIANNA FERRITER COLORIST / DANNY FINGEROTH EDITOR / JIM SHOOTER CHIEF

PUTTING ON A SUPER-HERO SUIT MUST TURN A GUY INTO A LIVING, BREATHING *MAGNET* FOR DANGER! THOSE WEIRD CRAFTS... NEVER SEEN ANYTHING LIKE 'EM--

--BUT FROM THE WAY MY SPIDER-SENSE IS JANGLING, THEY CAN'T BE UP TO ANY GOOD!

HEY! ONE OF THEM JUST FIRED OFF A MISSLE!

I DON'T KNOW THE GOOD GUYS FROM THE BAD GUYS HERE--

--BUT EVEN SO, I CAN'T LET THAT BABY HIT ITS TARGET!

YOWWW!

MAN! THIS IS GETTING TO BE A HABIT! MY SPIDER-POWERS KEPT THE ROCKET FROM RIPPING ME OFF THE WALL...

...BUT ITS MOMENTUM RIPPED THE *WALL* RIGHT OUT FROM UNDER MY FEET!*

KRAKK

I'LL LET THE DEBRIS DROP SAFELY TO THAT ROOF BELOW...

...THEN FIGURE OUT WHAT THE HECK I'M GONNA DO NEXT!

2

*IT HAPPENED IN AMAZING SPIDER-MAN #257, TOO--DANNY.

MY WEIGHT PULLED THE MISSLE OFF COURSE--

--IT MISSED THE CRAFT IT WAS AIMED FOR! NOW THINK, SPIDEY! WHAT ARE YOUR OPTIONS?

I CAN'T JUST DROP OFF AND LET IT HIT SOME SKYSCRAPER... A LOT OF PEOPLE COULD BE KILLED OR HURT!

MAYBE BY TWISTING AROUND, I CAN CHANGE THE ANGLE OF ITS FLIGHT AND ROUGHLY STEER IT...

...BUT WHAT GOOD DOES *THAT* DO?

THE WAY IT'S CARREEN-ING, IT'S GONNA HIT SOME-- THING ANY SECOND --AND I CAN'T STOP IT!

HOW DO I GET MYSELF *INTO* THESE SITU-ATIONS?

NOT FAR AWAY, IN HIS NEW LOFT APARTMENT, JOHNNY STORM PONDERS A SITUATION OF SOME-WHAT LESS URGENCY...

IT'S TAKING ME FOREVER TO GET ALL MY JUNK MOVED OVER FROM THE BAXTER BUILDING.

MAYBE SUBCONSCIOUSLY I'VE BEEN DRAGGING MY FEET... BECAUSE THIS IS SUCH A BIG CHANGE FOR ME.

THE FANTASTIC FOUR HAS HAD SO MANY SHAKE-UPS LATELY-- SUE AND REED MOVING TO THEIR OWN PLACE... BEN LEAVING... THE SHE-HULK JOINING...

...AND OF COURSE, SUE LOSING HER BABY.

UP

I GUESS PART OF ME WOULD LIKE TO GO BACK TO THE "GOOD OL' DAYS," WHEN IT SEEMED THE FOUR OF US WOULD ALWAYS STAY TOGETHER--

--BUT DEEP INSIDE I KNOW I'M READY FOR THIS CHANGE... AND READY TO HAVE A LIFE OUTSIDE OF BEING THE HUMAN TORCH!

WHILE...

I'VE GOT THE MISSLE STEERED TOWARDS THAT WATER-TANK NOW...NO...GOTTA PULL MORE TO THE LEFT!

IF I CAN JUST HIT IT, AT LEAST NOBODY WILL GET HURT...EXCEPT MAYBE--

--ME!

UGGG!

BAKOOOM

WHAT WAS THAT-- SPIDER-MAN!

FLAME ON!

THE WALL-CRAWLER'S STUNNED... AND HE'S FALLING!

HEY, WEBHEAD--LOOK ALIVE! THIS IS A HECK OF A PLACE FOR AN AFTERNOON NAP!

UNNHH...TORCH? TH-THANKS, PAL!

NOW I *KNOW* SPIDEY IS SHAKEN UP--HE DIDN'T EVEN COME BACK WITH ONE OF HIS USUAL WISECRACKS!

WHAT'S GOING ON? ISN'T DESTROYING PRIVATE PROPERTY A LITTLE OUT OF YOUR LINE?

IT WASN'T ME, MATCH-HEAD-- LOOK!

KBLOOOM

SOME KIND OF AERIAL DOGFIGHT-- RIGHT OVER THE CITY!

AND ONE OF THE SHIPS HAS JUST DONE THE RED BARON NUMBER ON THE OTHER ONE!

THE SHIP'S FALLING--BURSTING INTO FLAME! MAYBE I CAN SAVE WHOEVER'S INSIDE!

THWIP

GO TO IT, TORCHY!

GOT TO ABSORB ALL THE FLAMES AS FAST AS I CAN!

IT MAY ALREADY BE TOO LATE TO SAVE THE OCCUPANTS-- BUT I'VE GOT TO TRY!

ONLY ONE GUY INSIDE! HE'S HURT AWFULLY BAD... BUT I THINK HE'S STILL BREATHING!

WEBHEAD! THE FALLING SHIP--!

" IT'S HEADED RIGHT TOWARDS THAT COUPLE BELOW!"

OHMILORD--!

HELP! SOMEBODY-- HELP!

RELAX, FOLKS... JUST PRETEND YOU'RE ON A NEW DISNEYLAND RIDE--

--THE FLYING SPIDER-COASTER!

KRUMP

I'M TAKING OFF, SPIDEY! THIS MAN NEEDS HOSPITILIZATION FAST!

NO PROBLEM... EVERYTHING IS UNDER CONTROL HERE!

WOW! THE TORCH CAN SURE MOVE WHEN HE WANTS TO! I JUST HOPE HE'S FAST ENOUGH TO SAVE THAT GUY!

NO POINT IN ME GOING AFTER THE OTHER SHIP...

...IT'S ALMOST OUT OF SIGHT ALREADY! I WONDER WHAT THAT WAS ALL ABOUT?

WELL, NOTHING MORE I CAN DO HERE--AND IT'S JUST AS WELL, IN A WAY.

I'VE GOT ENOUGH PROBLEMS OF MY OWN TO LAST ME INTO THE NEXT CENTURY!

WHATEVER'S GOING ON, THE TORCH AND THE REST OF THE F.F. ARE MORE THAN WELCOME TO HANDLE IT!

IT'S FUNNY... THAT FLAMING FREAK AND I TRADE INSULTS ALMOST EVERY TIME WE SEE EACH OTHER--

--BUT WHEN THE CHIPS ARE DOWN, OL' TORCHY IS A FRIEND WHO CAN BE COUNTED ON!

LIKE JUST RECENTLY WHEN I WAS HAVING TROUBLE WITH MY NEW COSTUME!*

*AS SEEN IN AMAZING-SPIDER-MAN # 258--DANNY.

"IT WAS ACTING SO STRANGE, I FINALLY WENT TO REED RICHARDS TO HAVE HIM EXAMINE IT...

"...AND TORCH WAS RIGHT ON HAND TO HELP OUT!

"BOY... I STILL GET THE CREEPS WHEN I THINK OF WHAT REED DISCOVERED--THAT MY NEW COSTUME WAS ACTUALLY *ALIVE!*

"THAT IT WAS SOME ALIEN LIFE-FORM FROM SOMEWHERE WAY OUT IN SPACE!

"AND THAT THE THING WAS BE-COMING SYMBIOTICALLY LINKED WITH ME... LIVING OFF ME IN "EXCHANGE" FOR OBEYING MY MENTAL COMMANDS.

"AND WORSE--WHEN IT REALIZED I WANTED TO BE RID OF IT--IT REFUSED TO LET ME TAKE IT OFF!

"AT LEAST NOT UNTIL REED ZAPPED IT WITH ONE OF HIS HANDY-DANDY GADGETS--

"--WHICH MADE IT PEEL OFF ME LIKE THE SKIN OF A GRAPEFRUIT!

"THAT RICHARDS IS SOME KIND OF GENIUS! HE EVEN HAD A CONTAINMENT DEVICE...

"...SO HE COULD HOLD THE COSTUME FOR FURTHER STUDY!

"STILL, I WOULD HAVE BEEN ONE EMBARRASSED WEB-SLINGER GOING HOME--

"--IF TORCH HADN'T LENT ME ONE OF HIS OLD F.F. UNIFORMS.

"I SHOULD HAVE KNOWN HE'D DO HIS BEST TO EMBARRASS ME ANYWAY!

KICK ME

"I JUST DIDN'T THINK HE'D FIND *TWO* WAYS TO DO IT!"

CAN'T GET TOO MAD AT THE HUMAN MATCH-STICK, THOUGH. IN SPITE OF OUR RIBBING, HE'S DONE A LOT FOR ME, EVEN WHEN I WAS BACK IN HIGH SCHOOL.

BOY, SEEMS LIKE YESTERDAY.

IT WAS EARLY IN MY SPIDER-MAN CAREER, AND I HAD JUST BEEN HANDED MY FIRST BIG DEFEAT FROM DOC OCK!

I WAS READY TO PACK IT IN AND FORGET ABOUT THE SUPER HERO BIZ FOR GOOD!

BUT THE TORCH WAS SPEAKING AT OUR ASSEMBLY--AND I'LL NEVER FORGET WHAT HE SAID. HE TOLD US NOT TO GET DISCOURAGED WHEN THINGS GOT TOUGH!

NEVER SAY DIE, HE SAID...DON'T GIVE UP... AND I FELT LIKE HE WAS TALKING RIGHT TO ME!*

*WOULD YOU BELIEVE IT HAPPENED IN **AMAZING SPIDER-MAN #3**? --DANNY.

HIS SPEECH CONVINCED ME TO TAKE ON DOC OCK AGAIN...AND WIN!

NOK NOK

THAT'S WHY--EH? SOMEONE AT THE DOOR?

PETER PARKER?

YES?

I HOPE I'M NOT INCONVEN-IENCING YOU...

UH, NO NOT REALLY...

I AM MR. ABBOTT OF THE **WORLD PEACE ASSOCIATION,** AND I HAVE A PROPOSITION THAT MAY INTEREST YOU.

LOOK, IF YOU'RE AFTER SOME CONTRIBUTION--

OH, NO... IT'S NOT MONEY WE WANT!

WE'VE HEARD OF YOUR GREAT GIFTS IN SCIENCE, AND WANT TO INVITE YOU TO JOIN OUR SPECIAL PEACE-PROJECT!

SOMETHING'S WRONG! MY SPIDER-SENSE IS GOING CRAZY! WHAT'S THIS GUY UP TO?

WE OFFER A RARE OPPORTUNITY... A CHANCE TO EXERCISE YOUR SCIENTIFIC TALENTS, IN RESEARCH THAT WILL HELP ALL OF MANKIND--

--AS WELL AS BRING GREAT BENEFITS FOR YOURSELF!

YEAH... SOUNDS PRETTY GOOD! I'D LIKE -- WAIT A MINUTE! WHAT'S WRONG WITH ME?

HOW CAN I BE BUYING WHAT THIS JOKER IS SAYING SO READILY?

H-HE'S USING SOME WEIRD HYPNOTIC INFLUENCE OVER ME-- *THAT'S* WHAT MY SPIDER-SENSE WAS WARNING ME OF! GOT TO FIGHT IT!

YOU COME HIGHLY RECOMMENDED, PETER, FROM AN OLD CLASSMATE OF YOURS-- STEVE HOPKINS!

STEVE?

STEVE IS ONE OF US... WON'T YOU JOIN US, TOO? COME WITH ME NOW, PETER...

...THE CAUSE OF WORLD PEACE NEEDS YOU!

IT'S UNCANNY! IF IT WEREN'T FOR THE WARNING OF MY SPIDER-SENSE, I'D BE CAUGHT RIGHT UP IN HIS SPELL!

BUT FOR STEVE'S SAKE I'VE GOT TO PLAY ALONG UNTIL I FIND OUT JUST WHAT HIS GAME REALLY IS!

UH... JUST LET ME GET DRESSED!

ACROSS TOWN, AT AN EAST SIDE HOSPITAL...

AMBULANCE

TORCH, ABOUT THE MAN YOU BROUGHT IN... I'M AFRAID I HAVE BAD NEWS.

EMERGENCY PARKING ONLY

HIS INTERNAL INJURIES ARE QUITE SEVERE-- WE DON'T EXPECT HIM TO SURVIVE.

HE IS CONSCIOUS NOW, THOUGH, AND ASKING TO SPEAK TO YOU!

THANKS, DOC!

THE ROOM IS THICK WITH THE ANTISEPTIC SMELL OF ALL HOSPITALS... AND WITH THE SOBERING PRESENCE OF APPROACHING DEATH...

TORCH... ≥COUGH!≤... THEY TOLD ME YOU TRIED TO SAVE ME! I-I WANTED TO THANK YOU...

...AND TO WARN YOU...

LISTEN CAREFULLY...ME --AND THE GUYS WHO SHOT ME DOWN-- W-WE'RE AGENTS FOR A SUPER-CRIMINAL... A GUY WHO CALLS HIMSELF THE BLACK ABBOTT.

I HAD PULLED GUARD DUTY OUT ON HIS HIDDEN ISLAND BASE--

"--WHEN I WAS BITTEN BY A POISONOUS SNAKE. SEE, I'VE BEEN SCARED OF SNAKES ALL MY LIFE...AND MAYBE IT WAS THAT FEAR--

"-- OR MAYBE IT WAS THE POISON IN MY SYSTEM, BUT WHILE I WAS BEING TREATED IN THE INFIRMARY--

"--SOMETHING IN MY MIND SEEMED TO CLEAR!

"I REALIZED I'D BEEN UNDER SOME KIND OF BRAINWASHING TO OBEY THE ABBOTT-- AND I WANTED OUT!"

"I SNUCK INTO THE HANGAR--STOLE ONE OF HIS JET-CRAFT..."

...BUT THE ABBOTT SENT OTHER AGENTS AFTER ME...AND-- WELL, YOU KNOW WHAT HAPPENED!

TORCH...THE ABBOT PLANS SOME KIND OF BIG RAID ON RYKER'S ISLAND PRISON! YOU GOTTA STOP HIM! LISTEN...

SOMETIME LATER, SOME MILES OFF THE COAST OF NEW JERSEY, AT AN ISOLATED ISLAND BASE...

HERE, GENTLEMEN, IN OUR UNDERGROUND COMPLEX, YOU WILL BEGIN YOUR GREAT WORK! I REALIZE ITS LOCATION IS SOMEWHAT REMOTE...

...BUT EVEN THE CAUSE OF WORLD PEACE HAS ITS ENEMIES! THIS WAY, MY FRIENDS!

A TWO-YEAR-OLD WOULDN'T FALL FOR THIS! BUT THE OTHER GUYS RECRUITED ALONG WITH ME ARE FOLLOWING ALONG LIKE SHEEP!

IT SEEMS LIKE THE LONGER SOMEONE IS NEAR THIS WEIRDO, THE MORE CONTROL HE HAS OVER THEM--

--AND THE MORE OF HIS LIES THEY CAN SWALLOW WITHOUT BATTING AN EYE!

HERE IN THIS LAB, YOUR COMBINED KNOWLEDGE WILL HELP TO COMPLETE A DEVICE TO BRING PEACE TO OUR TROUBLED WORLD.

I WILL LEAVE YOU NOW, FOR OUR OTHER SCIENTISTS TO AQUAINT YOU WITH THE WORK!

BUT ONCE OUT OF SIGHT OF HIS NEW RECRUITS, THE BODY OF THE SMOOTH-TONGUED MR. ABBOTT ABRUPTLY BEGINS TO SHIMMER AND CHANGE--

--AS HE ABANDONS HIS DISGUISE, SACRIFICING THE ILLUSION OF HAVING TWO ARMS, TO RESUME HIS TRUE FORM ...

...THAT OF THE ONE-ARMED BLACK ABBOTT!*

THE SECURITY OF MY BASE COULD HAVE BEEN COMPROMISED BY THE NEAR-ESCAPE OF THE AGENT WHO OVERCAME HIS BRAINWASH!

DESPITE THE PRESEN E OF THE *OTHER* HERE, IT IS GOOD I HAVE RETURNED!

INSIDE THE LAB...

STEVE! STEVE HOPKINS! THEN YOU *ARE* WORKING HERE!

PETE, MAN, IT'S GREAT TO SEE YOU! I'M SO GLAD YOU DECIDED TO JOIN US! YOU WON'T REGRET IT!

WHAT WE'RE DOING HERE IS SOMETHING THAT WILL BENEFIT NOT ONLY OUR OWN LIVES, BUT ALL GENERATIONS TO COME!

EH... EXACTLY WHAT IS THIS PROJECT, STEVE?

ALL I KNOW IS THAT THIS DEVICE WE'RE BUILDING... IT'S THE KEY TO WORLD PEACE! MR. ABBOTT SAYS SO!

HE'S AS BRAINWASHED AS THE OTHERS--HYPNOTIZED INTO BELIEVING THAT RIDICULOUS LINE! BUT WHAT'S BEHIND ALL THIS?

WHILE...

THAT WAS SOME WEIRD STORY THAT GUY TOLD ME...

BUT IT LOOKS LIKE HE WAS ON THE LEVEL...

THERE'S THE ISLAND BASE EXACTLY AS HE DESCRIBED IT...

...WITH THE GUARD ON DUTY RIGHT WHERE HE SAID HE'D BE!

OR AT LEAST HE WAS!

UGGG!

HE WON'T BE ALERTING ANYONE TO MY PRESENCE!

*THE BLACK ABBOTT LOST HIS RIGHT ARM IN BATTLE WITH SPIDER-MAN AND NOMAD LAST ISSUE -- DANNY.

BUT THE ARRIVAL OF THE TORCH HAS **NOT** GONE UNDETECTED...

AS I FEARED...SOMEHOW MY ERRING AGENT MUST HAVE SURVIVED AND ALERTED THE TORCH!

BUT HE SHALL REPENT COMING HERE ALONE! HE'LL BE NO MATCH FOR MY POWERS OF MIND-OVER-MATTER!

AND...

NOW WHAT'S MY NEXT MOVE? DO I BURN MY WAY IN ALONE... OR GO GET-- WHAT IN BLAZES?!?

NGGG...IT'S LIKE A TIDAL-WAVE OF DIRT-- SMOTHERING MY FLAME!

QUICK! WHILE THE MASTER HAS HIM TRAPPED! HIT HIM WITH THE STUN-BLASTS!

UNHHH!

YOU HAVE DONE WELL, MY SONS! NOW BRING THE UNBELIEVER TO ME--THAT I MAY ADMINISTER CORRECTION!

AT THE SAME TIME, IN THE MAIN LAB, PETER PARKER TRIES TO MAKE SENSE OF THINGS...

FROM THE LOOKS OF THIS SCHEMATIC, THE DEVICE THEY'RE WORKING ON IS SOME KIND OF MASSIVE ENERGY AMPLIFIER!

AND IT'S NEARLY COMPLETE--EXCEPT FOR A FAULTY POWER SURGE FLOW THAT IS ERRATIC WHEN USED AT HIGH LEVELS!

THAT'S ONE OF THE PROBLEMS THEY BROUGHT THE REST OF US IN TO WORK ON.

I'VE LEARNED ALL I CAN HERE... NEED TO GET AWAY AND DO SOME SNIFFING AROUND!

THIS LITTLE HOT-WIRING JOB SHOULD CAUSE A POWER FEED-BACK IN THE CONTROL CONSOLE...

...AND WITH ANY LUCK--

HEY! LOOK OUT! WE'RE GETTING AN OVERLOAD!

THOOM

PERFECT! NOW WHILE EVERYONE'S DISTRACTED, I CAN SLIP OUT RIGHT OVER THEIR HEADS!

ELSEWHERE IN THE COMPLEX...

THAT'S RIGHT, MY SONS... WAKE HIM UP, SO THAT I CAN USE THIS DEVICE TO TEACH HIM THE FOLLY OF HIS SINS AGAINST ME!

WHAP!

LORD ABBOTT, THOSE OF US IN YOUR INNER CIRCLE KNOW YOU POSSESS A HYPNOTIC MIND-CONTROL POWER--WHY NOT SIMPLY USE IT TO OVERCOME THE TORCH?

BECAUSE MY POWER IS INEFFECTIVE AGAINST ONE WHO ACTIVELY RESISTS IT, AS HE DOES.

THIS DEVICE, HOWEVER, AN EXPERIMENTAL PROTOTYPE OF THE LARGER DEVICE MY SCIENTISTISTS ARE AT WORK ON--

--WILL AMPLIFY MY MIND-CONTROL POWER, ENABLING ME TO TOTALLY OVERWHELM THE TORCH, RENDERING HIM INCAPABLE OF DEFIANCE!

ELSEWHERE...

THIS PLACE IS A LOT BIGGER THAN I EXPECTED... AND BUILT LIKE A FORTRESS!

BUT I STILL HAVEN'T FOUND ANY CLUES TO WHAT'S REALLY GOING ON HERE!

CURITY NITORS

HMMM... A MONITOR ROOM! MAYBE --HEY! ON THAT SCREEN--

--IT'S THE GUY I FOUGHT BEFORE-- THE BLACK ABBOTT!

AND HE-- HE'S BLASTING THE HUMAN TORCH WITH SOME WEIRD DEVICE! I'VE GOTTA DO SOMETHING!

I DON'T HAVE TIME TO WALTZ AROUND WITH YOU, BINKY! YOU'RE GONNA TELL ME WHERE THAT ROOM THEY'RE HOLDING THE TORCH IS--

WHA--?!?

THWIP

--BECAUSE OTHERWISE, AFTER I GET THROUGH WITH YOU, YOUR DENTIST BILL IS GONNA LOOK LIKE THE NATIONAL DEBT!

I... UH... I-I...

IT IS DONE! THE TORCH HAS NO WILL LEFT TO RESIST OR TO INTERFERE WITH OUR PLANS TO ATTACK RYKER'S ISLAND--AND FREE THE CONVICTS TO JOIN OUR GROWING ARMY!

ONLY MEN LIKE THE CONVICTS THERE CAN BE INFLUENCED TO COMMIT ACTIONS INVOLVING VIOLENCE AND MURDER!

TRY TO MIND CONTROL A NORMAL PERSON THAT FAR, AND IT WOULD TURN HIM INTO A WALKING VEGETABLE, OF NO USE TO ME!

BUT THE CONVICTS WILL BECOME MY ENFORCERS, INCREASING MY POWERS... BECAUSE THE MORE MEN I CONTROL, THE MORE MY MENTAL POWERS *GROW!*

AND ONCE THE FULL-SIZE AMPLIFIER IS COMPLETED BY MY SCIENTISTS, IT WILL HAVE A RANGE GREAT ENOUGH TO BLANKET A SMALL CITY--POWERED BY THE EXTRA MENTAL STRENGTH I WILL ABSORB FROM THE CONVICTS!

AND, THUS, EVEN THOSE WHO I CANNOT BRING UNDER MY CONTROL WILL HAVE THEIR WILLS SAPPED BY MY DEVICE, MAKING THEM POWERLESS TO RESIST ME--AS THE TORCH IS LIVING PROOF!

NOW, TAKE HIM AWAY. WE CAN USE HIM LATER FOR FURTHER EXPERIMENTATION...OR AS A BARGAINING CHIP, IF NEED BE.

THAT GUY WAS TOO BRAINWASHED TO ANSWER MY QUESTIONS--BUT THE DIAGRAM KEY TO THE MONITOR SCREENS GAVE ME THE LAYOUT TO THE WHOLE BASE!

THE ROOM WHERE TORCH IS SHOULD BE JUST AROUND THE CORNER!

BUT WILL I BE IN TIME TO--WOAH! THERE HE IS NOW!

THEY MUST BE TAKING HIM SOMEWHERE TO LOCK HIM UP! BUT WHY DOESN'T HE JUST FLAME ON AND ZAP THEM?

UNLESS... MAYBE HE CAN'T!

WHAT'S THE MATTER, TORCH? HAS YOUR FLAME GROWN AS FEEBLE AS YOUR PERSONALITY?

NAH...CAN'T BE THAT BAD--OR YOU'D BE A WALKING *ICE-CUBE!*

HI, GUYS.

BYE, GUYS.

HUH? WHY THE BIG STONEFACE? WASN'T I EVEN A *LITTLE* FUNNY? WHAT'S WRONG?

IT'S... NO USE, SPIDER-MAN! THERE'S NO...HOPE! NO WAY... TO OVERCOME THE BLACK ABBOTT. USELESS... TO TRY...

OH, BOY! SO THAT'S IT! SOMEHOW THE ABBOTT HAS CRUSHED HIS SPIRIT... MADE HIM UNABLE TO FIGHT BACK!

I'VE GOT TO TRY AND SNAP HIM OUT OF IT--BRING HIM BACK TO HIS OL' FIRE-EATING SELF!

I'VE ALWAYS BEEN GOOD AT GETTING UNDER THE TORCH'S SKIN... MAYBE IF I CAN MAKE HIM *MAD* ENOUGH--HE'LL FIGHT BACK--OVERCOME HIS INERTIA!

TORCH...

...YOU KNOW WHAT YOU ARE, FLAME-BRAIN? YOU'RE A LOUSY, GUTLESS, WHINING *QUITTER!*

WHAT A SWELL-HEADED, PHONEY SHOWOFF *YOU* TURNED OUT TO BE!

WHAT'SAMATTER, TORCHIE? SCARED OF THE BIG, BLACK BOGEYMAN? I BET YOU SLEEP WITH A NITE-LITE, TOO!

NYAHH! NYAHH! BIGSHOT SUPER HERO! WITHOUT YOUR PARTNERS, YOU'RE NOTHING BUT A CRYBABY COWARD! DOES THE SHE-HULK TUCK YOU IN AT NIGHT?

INSTEAD OF THE HUMAN TORCH, YOU OUGHT TO CALL YOURSELF THE FLAMING *WIMP!*

I THINK IT'S WORKING... I SAW A FLICKER OF ANGER IN HIS EYES JUST THEN!

YOU'RE A JOKE, STORM. AFTER THE BATTLE ON THE BEYONDERS WORLD,* WE ALL VOTED YOU M.U.P.-- THE MOST *USELESS* PLAYER AWARD!

NO WONDER THE THING DECIDED NOT TO COME BACK TO EARTH-- IF HE HAD TO HANG AROUND A JERK LIKE YOU.

*IN THE SECRET WARS LIMITED SERIES--DANNY.

I'M GETTING *THROUGH!* C'MON, SPIDEY... WHAT'S THE MOST OB-NOXIOUS, TASTELESS THING YOU CAN THINK OF TO HIT HIM WITH?

YEAH, AND IT'S A GOOD THING YOUR SISTER LOST HER BABY! ANY KID WHO HAD TO GROW UP WITH *YOU* FOR AN UNCLE IS BETTER OFF--

WH-WHAT?!? WHAT DID YOU SAY?

Y-YOU... DIRTY...

I'M GONNA SHUT YOUR FLAPPIN' MOUTH, MISTER! YOU'VE GONE TOO *FAR!*

THAT DID IT! HE'S FIGHTING MAD!

AND I DON'T BLAME HIM! I ALMOST HATE MYSELF FOR THAT LAST REMARK... BUT AT LEAST IT WORKED!

NOW I JUST GOTTA COOL HIM DOWN-- BEFORE HE ROASTS ME ALIVE!

TORCH-- WAIT! I APOLOGIZE! LET ME EXPLAIN!

JOHNNY, PLEASE-- LISTEN!

IT TAKES SEVERAL MINUTES FOR THE OUTRAGED TORCH TO CALM DOWN, EVEN ONCE HE HAS HEARD SPIDER-MAN'S STORY...

I-I GUESS I SHOULD THANK YOU, WEBHEAD-- ALTHOUGH I STILL FEEL LIKE KNOCKING YOUR BLOCK OFF!

BUT WE'VE GOT TO WORK TOGETHER, NOW! THE BLACK ABBOTT IS PLANNING A BIG RAID ON RYKER'S ISLAND PRISON--

--AND WE'VE GOT TO STOP HIM!

I'VE ALREADY SEEN THE LAYOUT OF THIS PLACE, TORCH, SO MAY I SUGGEST--

"THAT WE CHECK OUT THE HANGAR AREA FIRST?"

TO YOUR SHIPS, MY SONS... AND REMEMBER YOUR ATTACK SEQUENCES!

ONCE YOU HAVE BREACHED THE PRISON'S DEFENSES, OUR ARMORED TRANSPORT SHIP WILL BE READY TO PICK UP THE ESCAPING PRISONERS!

ATTACK SQUAD A WILL THEN BE RESPONSIBLE FOR HANDLING THE PRISON GUARDS WITH GAS BOMBS AND ROCKETS...

...WHILE SQUAD B FLIES A DEFENSIVE PERIMITER TO WATCH FOR OUTSIDE INTERFERENCE AND ACT AS A REPLACEMENT UNIT!

YOU ARE TO BE MY ANGELS... BRINGING LIBERTY TO THE CAPTIVES!

WORK WITH DEVASTATING SWIFTNESS, CAPITALIZING ON THE SURPRISE EFFECT YOUR ATTACK WILL HAVE!

YOU MEAN-- LIKE THIS?

WHAT--? THE TORCH--?! HE'S DESTROYING THE SHIPS!

SSSSSSS

AND DON'T FORGET ME, BLACKIE! I--!

YEOW! THAT'S HOT! THE TORCH'S FLAME MUST HAVE EXPLODED A GAS TANK.

SPIDER-MAN, TOO! WHERE DID HE COME FROM?!

IT WOULD BE FOOLHARDY TO FACE BOTH OF THEM MYSELF. I MUST CONTACT THE OTHER--

HEY, DON'T GO! THE FUN'S JUST STARTING!

CAN'T LET HIM GET AWAY.

I'VE DIS-ABLED MOST OF THE SMALLER CRAFT--

--BUT NOW THE BIG SHIP'S TAKEN OFF, AND *THAT'S* A TOY THE ABBOTT SHOULD HAVE TAKEN OFF HIS LIST OF APPROVED PLAYTHINGS!

I CAN'T JUST MELT IT OUT OF THE SKY-- THAT WOULD KILL EVERY-ONE ON BOARD!

BUT THERE'S NOTHING TO STOP ME FROM BURNING THROUGH THE HULL!

AND IT'S MORE SATISFYING TO ACTUALLY PUNCH SOMEBODY, ANYWAY!

WHARP!

LOOK OUT!

UGGG!

I GUESS I'M STILL STEAMED FROM THE THINGS SPIDEY SAID TO ME! I KNOW IT WAS IN A GOOD CAUSE--

--BUT HE SURE GOT TO ME! AND THESE JERKS JUST GOT ELECTED TO BE THE ONES I TAKE IT OUT ON!

NOTHIN' LIKE A FLAME-CAGE TO MAKE SURE YOU STAY OUT OF TROUBLE, HUH, GUYS?

YET, IN HIS ANGER, THE TORCH BECOMES MOMENTARILY CARELESS. AND...

I GOT 'IM! THE INDUSTRIAL FIRE-EXTINGUISHER IS PUTTIN' OUT HIS FLAME!

SPOOSH!

UHMPHH!

JOE--PUT THE SHIP ON AUTOMATIC PILOT AND GET OVER HERE TO HELP ME!

WHILE...

OKAY--THAT'S FAR ENOUGH, ABBOTT!

SPIDER-MAN! SO YOU OVERCAME MY MEN EVEN MORE QUICKLY THAN I EXPECTED!

VERY WELL THEN...YOU HAVE ME. YOU ARE VICTORIOUS. THERE IS NO NEED FOR FURTHER HEROICS. REMAIN WHERE YOU ARE -- I WILL COME TO YOU.

HE'S RIGHT... IF HE'S GIVING UP, WHY SHOULD I KNOCK MYSELF OUT TO-- *WOAH!*

H-HE'S USING THE SAME HYPNOTIC POWER ON ME I FELT BEFORE --TRYING TO GET ME TO STAY STILL!

BUT MY SPIDER-SENSE IS GOING WILD! THERE'S DANGER BEHIND ME, TOO!

HUH? WHAT IN--? THERE'S *TWO* OF YOU?!?

DODGED AWAY JUST IN TIME--!

HIS TOUCH CRUMBLED THE DEVICE I WAS PERCHED ON INTO ASH!

AHHH...DON'T TELL ME...HE'S THE BLACK ***ABBOTT***...SO YOU MUST BE HIS PARTNER-- BLACK ***COSTELLO***, RIGHT?

YOUR TRANSGRESSIONS AGAINST ME MOUNT WITH EACH PASSING MOMENT, SPIDER-MAN! YOU CAUSED THE LOSS OF MY ARM--*

--YOU HAVE INTERFERED WITH MY MISSION--AND NOW YOU BLASPHEME MY NAME WITH MOCKERY!

*ACTUALLY, THE ABBOTT BROUGHT THAT MISFORTUNE ON HIMSELF--DANNY.

YOUR SINS MUST BE PURGED--

AGGGHH!!

--IN THE FIRES OF MY PSYCHIC MIND-BOLT!

SPIDER-MAN WRITHES WITH AN AGONY GREATER THAN HE HAS EVER KNOWN, AS HIS MIND SEEMS TO EXPLODE INTO A BILLION SPLINTERS OF WHITE HOT PAIN...

HE STRUGGLES VALIANTLY TO REMAIN CONSCIOUS, BUT IT IS A BATTLE HE IS SLOWLY LOSING...

WHILE ON BOARD THE SHIP...

HOLD 'IM, GUYS! JUST HOLD HIM A FEW SECONDS AND THE HUMAN TORCH WILL NEVER BOTHER US AGAIN!

KLUNK

UNGGG!

HOLD ME? YOU GOTTA BE KIDDIN', MISTER!

EVEN WITHOUT MY FLAME I'VE HAD ENOUGH COMBAT TRAINING TO HANDLE CREEPS LIKE YOU WITH MY EYES SHUT!

AND BELIEVE ME, IT'S A PLEASURE!

OOOOF!

HERE--A TASTE OF YOUR OWN MEDICINE OUGHTTA TAKE THE FIGHT OUT OF THE LAST TWO OF YOU UNTIL I CAN SEND THE LOT OF YOU PACKING!

GLOOMPH!

GLUG!

MINUTES LATER...

BON VOYAGE, SUCKERS!

THAT'S THE LAST OF 'EM... I'LL RADIO THE COAST GUARD TO PICK 'EM UP AFTER I TAKE CARE OF BUSINESS HERE!

'CAUSE NOW THAT I'VE GOT THIS GUNK CLEANED OFF ME, I CAN FLAME ON AGAIN--

--AND REALLY LET LOOSE, DESTROYING THIS EMPTY BUCKET OF BOLTS WITH A NEAR-NOVA BLAST!

MAN, IT SURE FEELS GOOD TO JUST LET MYSELF GO LIKE THIS!

BUT SPIDER-MAN IS FEELING ANYTHING BUT GOOD AT THE MOMENT...

THE ARMORED TRANSPORT SHIP JUST BLINKED OFF THE RADAR TRACKING SCREEN! THE TORCH MUST HAVE SUCCEEDED IN DESTROYING IT!

MY PLAN IS RUINED... AND THE TORCH WILL BE RETURNING SOON-- POSSIBLY WITH THE REST OF THE FANTASTIC FOUR!

I'VE GOT TO PREPARE THIS BASE FOR EVACUATION-- DISASSEMBLE THE DEVICE MY SCIENTISTS ARE WORKING ON, AND MOVE IT TO A SAFER LOCATION!

FORTUNATELY, ONLY *ONE* IS NEEDED TO STAY AND FINISH SPIDER-MAN!

I DON'T WISH TO SLAY YOU, SPIDER-MAN-- WHICH A CONTINUED BOMBARDMENT OF MY PSYCHIC BOLT WOULD SURELY DO--

DANGER

--FOR YOUR BODY COULD PROVE VALUABLE TO ME... ONCE I HAVE WIPED YOUR MIND CLEAN AS A BLANK SLATE!

BUT THAT WILL TAKE MONTHS OF INTENSE TREATMENT... SO FOR THE MOMENT I WILL MERELY USE MY PROTOTYPE MIND-CONTROL AMPLIFIER--

--AND DESTROY YOUR WILL TO FIGHT AGAINST ME!

AL-ALMOST OUT! C'MON SPIDEY-- WHERE'S THAT OLD NEVER SAY DIE SPIRIT? GOTTA ST-STAY CONSCIOUS!

H-HE'S GONNA DO THE SAME THING TO ME THAT HE DID TO THE TORCH WITH THAT MACHINE, AND I CAN'T--

WAIT A MINUTE--! WHAT DID HE CALL THAT CONTRAPTION? A PROTOTYPE *AMPLIFIER*? SURE!

IT'S GOTTA BE A MODEL OF THE ENERGY AMPLIFIER STEVE AND THE OTHERS ARE WORKING ON!

AND, IF SO, IT'LL HAVE THE SAME PROBLEM WITH THE POWER SURGE FLOW THAT I SPOTTED IN THE SCHEMATIC OF THE OTHER DEVICE!

THWIP

IF... I CAN KICK THAT POWER DIAL... UP TO ITS HIGHTEST LEVEL... MAYBE...

DANGER

WAIT! WHAT ARE YOU--

YAAARRGGHH!

DID BETTER... THAN I HOPED! FEEDBACK... FINISHED HIM!

NOW I GOTTA... GET UP! GO... AFTER... OTHER... GOTTA...

UNHHHH!

WHUMP

IT IS SOMETIME LATER BEFORE SPIDER-MAN REGAINS CONSCIOUSNESS...

HEY SPIDEY-- YOU OKAY, PAL?

TORCH! QUICK! WE'VE GOT TO--

RELAX! I'VE ALREADY BEEN THROUGH THIS BASE WITH A FINE TOOTH COMB! EVERYTHING'S GONE!

NOTHING HERE BUT A FEW CONFUSED KIDS WHO GOT LEFT BEHIND...AND OF COURSE THE BLACK ABBOTT HIMSELF!

KIDS? THEN MAYBE-- NO, NONE OF THEM IS STEVE! HE MUST HAVE GONE WITH THE OTHER BLACK ABBOTT!

WHAT HAPPENED, SPIDEY?

THERE WERE TWO OF THEM, TORCH--*TWO* BLACK ABBOTTS...

...ONLY WHEN THEY TALKED, IT WAS LIKE THEY WERE SOMEHOW BOTH THE SAME GUY! THERE'S A LOT MORE TO THIS CHARACTER THAN I SUSPECTED!

AT LEAST YOU GOT ONE OF THEM! AND I GUESS I OWE YOU SOME THANKS...

THE BLACK ABBOTT HAD ME ALL READY TO GIVE UP-- TO QUIT--UNTIL YOU SNAPPED ME OUT OF IT!

FORGET IT, TORCH...I OWED YOU THAT! YOU DID THE SAME THING FOR ME ONCE...

...A LONG, LONG TIME AGO!

HUH?

AND WHILE THE TORCH PUZZLES OVER SPIDER-MAN'S REMARK, IN A HIDDEN BASE MANY MILES AWAY, A SINISTER FIGURE BROODS...

ANOTHER SETBACK... THIS TIME A MAJOR ONE!

FIRST THE LOSS OF AN ARM--AND NOW A WHOLE BODY CAPTURED BECAUSE OF SPIDER-MAN!

IT IS OBVIOUS I HAVE NOT TAKEN ADEQUATE PRECAUTIONS TO GUARD AGAINST INTERFERENCE FROM SUCH SUPER-POWERED ADVERSARIES.

BUT I HAVE OTHER ARMS...OTHER BODIES...AND OTHER PLANS! AND WITH THEM, I SHALL OVERCOME ALL WHO STAND AGAINST ME!

FOR THE DAY OF THE BLACK ABBOTT IS AT HAND!

MEANWHILE...

IN A SECLUDED LABORATORY LOCATED WITHIN FANTASTIC FOUR HEADQUARTERS...

WHAM! WHAM! WHAM!

THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, HAMMERS AT ITS UNYIELDING PRISON...

WHAM!

WHAM!

AND, EVEN AS IT ASSESSES ITS CURRENT SITUATION, IT BEGINS TO PLAN--!

WHAM!

TO HATE--!

TO HUNGER FOR REVENGE--!

NEXT: THE SECRETS OF THE **BLACK ABBOTT(S)** ARE REVEALED AS THE MADMAN TAKES ON **SPIDER-MAN** AND THE MIGHTY **THOR!**

DO NOT MISS:

"A CHILD SHALL LEAD THEM!"

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MARVEL TEAM-UP®

SPIDER-MAN®

AND

the mighty THOR®

MILGROM

EYES NARROW BEHIND A COLORFUL MASK AS THEY BEHOLD A CRIME IN PROGRESS IN THIS ALLEY ON MANHATTAN'S UPPER WEST SIDE...

WITH A GRIM RESOLVE, A CAPED FIGURE STEPS FORWARD...

ELVIS LIK

CALL JL

DONN LA R

STRAY CATS

YO MOMMA

OKAY, GUYS-- CUT IT OUT! YOU'RE DEFACING PRIVATE PROPERTY!

WHAT IN--? WILL YOU LOOK AT THAT JERK?

OH, MAMA, I CAN'T *BELIEVE* THIS SUCKER! GRAB 'IM!

WHAT A DOPE!

HEY! WAIT!

LOOK--IT'S TONY!

NO! DON'T!

WHATSAMATTER YOU BIG, BAD SUPER-DUDE? WHY DONTCHA BLOW US AWAY WITH A SUPER-SNEEZE?

HA HA HA HA

HA HA HA HA

HERE, SUPER-*FOOL*! YOU FORGOT SOMETHIN'!

ELVIS

WHAT A MAROON!

HE RUNS IN BITTER SHAME AND GRIEF, TRYING TO ESCAPE THE MOCKING LAUGHTER BEHIND HIM...

YET, LONG AFTER HE IS OUT OF EARSHOT, THE TAUNTS STILL SEEM TO ECHO--TO PURSUE HIM...

HE WANTED TO FOLLOW IN THE FOOTSTEPS OF NOMAD, THE HERO WHO SAVED HIS LIFE...*

*IN MTU # 146--DANNY.

...AND HIS FAILURE IS BITTER. HE WISHES THE GROUND WOULD SWALLOW HIM UP, TO COVER HIS SHAME AND IGNOMINY...

THE GROUND...WAS COVERING SOME RUSTED METAL.

I'VE FALLEN THROUGH...

...TO... WHERE?

V-VOICES...?

CAUTIOUSLY, HE CRAWLS THE LENGTH OF THE ODD METAL TUNNEL AND PEERS THROUGH THE GRATING...

SHIPS ARE FUELED AND READY! REMEMBER WHAT THE MASTER SAID!

RIGHT! IF WE CAN'T BRING THE TARGET BACK ALIVE--WE KILL HIM!

WITH WIDE EYES, TONY WATCHES AS THE HARD-FACED MEN ENTER THEIR STRANGE CRAFT...

THERE IS A WHINING RUSH OF AIR THAT BUILDS IN PITCH AND TEMPO, AND SUDDENLY THE SHIPS WHISK AWAY THROUGH ANOTHER TUNNEL --

--BOUND ON THEIR SINISTER MISSION...

Stan Lee PRESENTS :

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GEORGE ROUSSOS, COLORIST * DANNY FINGEROTH, EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF

THE METROPOLITAN HOSPITAL IS NOT A USUAL HANGOUT FOR THE AMAZING SPIDER-MAN... YET THIS DAY FINDS HIM PROWLING ITS STERILE CORRIDORS--WITH A DEFINITE PURPOSE...

THAT'S THE ROOM WHERE THEY'VE BEEN HOLDING THE *BLACK ABBOTT*. HE WAS INJURED PRETTY BADLY WHEN THAT MIND CONTROL DEVICE HE TRIED TO ZAP ME WITH BACKFIRED.

I'VE GOTTA FIND OUT--AND IF STEVE'S STILL UNDER THE MIND CONTROL OF THIS NEW BLACK ABBOTT, FIND SOME WAY TO FREE HIM!

POOR STEVE VANISHED AFTER THE HUMAN TORCH AND I SQUASHED THE ABBOTT'S PLAN TO RAID RYKER'S ISLAND!* I FIGURE HE DISAPPEARED WITH THAT SECOND BLACK ABBOTT WHO POPPED UP OUT OF NOWHERE.

BUT I'VE GOTTA SNEAK PAST THOSE GUARDS AND TALK TO HIM! HE'S THE ONLY LEAD I HAVE TO TRACKING DOWN STEVE HOPKINS!

A CHILD SHALL LEAD THEM!

*A CLEVERLY DISGUISED RUN-DOWN OF LAST ISSUE--DANNY.

HEY... MAYBE THIS IS MY CHANCE! THE NURSE IS GOING INTO HIS ROOM!

NEED HELP, JUNE? THIS GUY'S SUPPOSED TO BE PRETTY DANGEROUS!

HE WON'T GIVE ME ANY TROUBLE-- ESPECIALLY NOT WITH YOU TWO HERE!

I'VE GOTTA DISTRACT THE GUARDS ATTENTION FROM THE DOOR LONG ENOUGH TO SLIP IN!

WHICH MAY NOT BE EASY, THE WAY THEY'RE OGLING THAT NURSE!

THAP

HAH! PERFECT! MY HANDY-DANDY WEB-BALL SET THE MEDICINE CART ROLLING!

WHA--? HEY GRAB THAT CART!

WHAT IN SAM HILL MADE IT TAKE OFF LIKE THAT?

WOULDN'T YOU BE SURPRISED?

QUIETLY, SPIDEY... QUIETLY! DON'T ALERT THE LADY!

YOU SEE, I TOLD YOU! NOTHING TO--

NOW WHY DID THEY MOVE DOWN THE HALL? DO I NEED TO CHANGE MY MOUTHWASH?

I'LL FIGURE OUT HOW TO SNEAK *OUT* OF HERE LATER--AND THIS TRAY WILL MAKE SURE I DON'T GET INTERRUPTED!

THERE! IT'S WEDGED TIGHTLY IN THE DOOR FRAME.

BOY... LYING THERE HE SURE DOESN'T LOOK LIKE A GUY WHO WAS SUCH A DEADLY ENEMY!

MAYBE THIS WASN'T SUCH A BRIGHT IDEA! HOW CAN I QUESTION HIM IF HE'S ASLEEP?

BUT THAT PROBLEM IS ABOUT TO BECOME ACADEMIC, FOR, OUTSIDE...

THE MASTER HAS PIN-POINTED THE ROOM OUR TARGET IS IN--FIRE MISSLE ONE!

MY SPIDER-SENSE JUST WENT OFF LIKE AN ALARM CLOCK! WHAT--?

OH CRIPES!

IT'S TWO OF THE BLACK ABBOTT'S AIRFLEET-- AND THEY'RE FIRING RIGHT AT US!!

NEVER A MOMENT'S REST! IF I CAN PROP THIS BUREAU UP AS A SHIELD--!

HOLY COW!

BAKOOOM

ARE THOSE GUYS TRYING TO *RESCUE* THEIR BOSS--

--OR TO *KILL* HIM?

YET, AT A BUILDING SITE NOT FAR AWAY, OTHER EYES ARE DRAWN TO THE SOUND OF THE EXPLOSION...

THOSE OF SIGURD JARLSON, CONSTRUCTION WORKER...

KNOWN MORE WIDELY THROUGH-OUT THE WORLD IN HIS OTHER GUISE--

KRAKOOM

THAT OF THE MIGHTY THOR!

BY YMIR'S SKULL! THE STRANGE SHIPS DARE ATTACK THE HOSPITAL COMPLEX! ALREADY ONE HAS OPENED A HOLE IN THE WALL...

...AND THE SECOND NOW FIRES UPON THE APPROACHING GUARDS!

YET THIS IS ONE MISSLE--

KBLOOM

--WHICH SHALL NEVER FIND A TARGET!

IT'S THOR! LET'S GET OUTTA HERE, CHARLIE!

SORRY, CHARLIE...

SKRAAKK

THEY SHALL BE NO FURTHER THREAT./ YET WHAT OF THEIR FELLOWS IN THE OTHER CRAFT?

THEY MUST BE INSIDE THE PRISON BY NOW!

AND SPEAKING OF WHICH...

OKAY, HOLD IT RIGHT-- IT'S SPIDER-MAN!

I DON'T KNOW WHAT YOUR GAME IS, WEB-SLINGER, BUT YOU'D BETTER GET YOUR HANDS UP-- *NOW!*

MY GAME? *MY* GAME? I CAN'T BELIEVE THIS./ I'LL PUT UP MY HANDS ALL RIGHT--

--HOW'S THIS? OH--NOT WHAT YOU HAD IN MIND?

FAP

WHAT TRANSPIRES HERE, SPIDER-MAN?

THAT VOICE...THERE'S ONLY ONE GUY I KNOW WHO SOUNDS LIKE HE'S GOT MUSCLES EVEN IN HIS VOCAL CORDS--*THOR!*

THWIP

THWAP

THESE TRIGGER HAPPY JERKS ARE BLAMING *ME* FOR THE ATTACK, THUNDER GOD!

DESPITE SPIDER-MAN'S OFT-ABRASIVE MANNER, MY FRIENDS, I KNOW HIM TO BE A MAN OF HONOR! THE TWO VARLETS ON THE FLOOR ARE THE REAL VILLIANS--

--DOUBTLESS DEFEATED BY THE VERY MAN YOU SOUGHT TO BLAME! IT WOULD SEEM YOU OWE HIM AN APOLOGY!

UH... WELL... IF--IF *YOU* SAY SO THOR!

GEE... THANKS! YOUR SINCERITY OVERWHELMS ME!

PLEASE...! YOU MUST HELP ME! THAT WAS ONLY THE FIRST ATTACK!

THERE WILL BE MORE-- UNTIL HE SUCCEEDS IN KILLING ME!

YOU'RE AWAKE! BUT WHO'S TRYING TO KILL YOU?

HE IS HARDLY EVEN A MAN ANYMORE... HE IS MORE LIKE A *FORCE*-- A FORCE OF LIVING EVIL WITH POWER BEYOND COMPREHENSION!

HE CALLS HIMSELF THE BLACK ABBOTT!

HUH?

WHAT ARE YOU TRYING TO PULL, MISTER? *YOU'RE* THE BLACK ABBOTT!

I FOUGHT YOU MYSELF-- I SAW YOU LOSE YOUR ARM!/*

IN MTU # 146--DANNY.

TRUE... YET I AM NOT THE BLACK ABBOTT! I AM--OR *WAS*--MERELY ONE OF HIS BLACK APOSTLES!

"I SEE YOU DOUBT ME... LET ME EXPLAIN! ONCE I WAS A MEMBER OF AN ANCIENT, SECRET ORDER-- THE MONKS OF DAKOTH-KURU...

"WE WORSHIPPED NO GOD... BUT SOUGHT ENLIGHTENMENT THROUGH THE USE OF SECRET MEDITATION TECHNIQUES ENHANCED BY POWERFUL HERBAL POTIONS...

"THROUGH YEARS OF THIS PROCESS, WE WERE ABLE TO UNLOCK THE UNUSED CAPABILITIES OF THE HUMAN BRAIN. WHERE MOST PEOPLE USE BARELY FIVE PERCENT OF THE BRAIN'S POTENTIAL--

"--WE LEARNED HOW TO EMPLOY AND CONTROL CLOSE TO THE FULL ONE-HUNDRED PERCENT!

" THUS WE GAINED TREMENDOUS MENTAL POWERS--ABILITIES TO INFLUENCE THE PHYSICAL WORLD AROUND US, INCLUDING A LIMITED ABILITY TO BEND *SPACE* ITSELF!

" THE BLACK ABBOTT WAS THEN ONE OF OUR ORDER--WHO DISCOVERED THAT HIS MIND COULD ACTUALLY FEED OFF THE BRAIN-ENERGIES OF THE OTHER MONKS...

"SOMETHING HE BEGAN TO DO SECRETLY, UNDETECTED BY ANY OF US.

" THE PROCESS ALSO SAPPED OUR WILLS, SO THAT GRADUALLY WE BEGAN TO FALL MORE AND MORE UNDER HIS DOMINATION...

" EVENTUALLY, HE POSSESSED US ENTIRELY, SEEING THROUGH OUR EYES, SPEAKING THROUGH OUR MOUTHS, AND USING OUR SPECIAL POWERS FOR HIS OWN PURPOSES...

" WE BECAME MERE SHELLS--TWELVE BODIES WITH INCREDIBLE POWERS, ALL INHABITED SIMULTANEOUSLY BY ONE INTELLIGENCE...

"YET THE BLACK ABBOTT HUNGERED FOR MORE POWER--AND SENT US OUT TO ALL PARTS OF THE WORLD AS EXTENSIONS OF HIMSELF--

" --TO CONDUCT SCHEMES DESIGNED TO FILL THAT HUNGER..."

I-I WAS PART OF THAT... UNTIL THE ACCIDENT WITH THE MIND-MACHINE* SOMEHOW FREED ME FROM THE BLACK ABBOTT'S POSSESSION!

NOW HE WILL DO ALL... ALL IN HIS POWER... TO KILL ME! YOU MUST... MUST PROTECT ME! PLEASE... PROTECT... PROTECT...

DON'T PASS OUT AGAIN, MISTER! THERE'S A LOT MORE I WANT TO--

* LAST ISSUE--DANNY.

I'M AFRAID, GENTLEMEN, THAT ANY FURTHER QUESTIONS WILL HAVE TO WAIT! THIS MAN NEEDS REST!

YOU'LL HAVE TO WAIT UNTIL TOMORROW TO SPEAK TO HIM AGAIN!

'TIS UNFORTUNATE! WE MIGHT HAVE LEARNED MUCH THAT COULD BE USEFUL-- IF INDEED HIS TALE IS TRUE!

WHAT DO YOU THINK, SPIDER-MAN?

WELL, ONE THING'S FOR SURE--

--HE WASN'T TRYING TO USE HIS HYPNOTIC POWERS ON US! MY SPIDER-SENSE WOULD HAVE ALERTED ME LIKE IT DID LAST TIME HE TRIED.*

AND JUDGING FROM THE *OTHER* BLACK ABBOTT I SAW, I'M INCLINED TO BELIEVE HIS STORY!

BUT I STILL DIDN'T LEARN ANYTHING ABOUT WHERE STEVE MIGHT BE!

*LAST ISSUE --D.

IF SUCH IS THE CASE, THEN THIS MAN IS MORE *VICTIM* THAN VILLAIN... AND DESERVES THE PROTECTION HE ASKED OF US!

WITH YOUR PERMISSION, DOCTOR, I SHALL STAND VIGIL BESIDE HIM UNTIL HE WAKES--TO SEE THAT NO HARM BEFALLS HIM THIS NIGHT!

WELL, I'VE GOT A FEW THINGS TO DO BETWEEN NOW AND TOMORROW--

WELL... UH... CERTAINLY, THOR!

--BUT I'LL BE BACK! I... EH... I'VE GOT A PERSONAL INTEREST IN THIS, THOR! I'D LIKE TO BE ON HAND BEFORE YOU QUESTION HIM AGAIN!

YOU HAVE EARNED THE RIGHT, SPIDER-MAN! I SHALL SEE THE GUARDS ARE ALERTED TO YOUR RETURN!

AND ALSO MAKE A CALL TO COVER SIGURD JARLSON'S ABSENCE FROM HIS JOB!

THE BAXTER BUILDING, HEADQUARTERS OF THE FANTASTIC FOUR!

INSIDE ONE OF THE MANY LABORATORIES THAT CROWD THIS MANHATTAN LANDMARK, AN ALIEN ENTITY BATTERS AT THE WALL OF ITS UNBREAKABLE PRISON...

WHAM

WHAM

BUT THEN...

THIS WAY, JOHNNY--! I'M SURE THOSE HAMMERING SOUNDS WERE COMING FROM THIS ROOM!

THE XENO-BIO LAB?!

GEE, THERE'S NOTHING ALIVE IN HERE... EXCEPT FOR SPIDER-MAN'S COSTUME!

HIS "COSTUME"--?!

YEAH, I GUESS YOU HAVEN'T THE STORY, YET!

SPIDER-MAN BROUGHT THIS ALIEN CREATURE BACK WITH HIM FROM THE BEYONDER'S PLANET! *

IT'S SOME KIND OF *SYMBIOTE*-- BUT THAT BIG WEBHEADED JERK WAS WEARING IT AS A COSTUME!

LUCKILY, REED DISCOVERED THAT IT WAS ALIVE-- BEFORE IT COULD PERMANENTLY GRAFT ITSELF TO SPIDEY'S BODY!*

*IN AMAZING SPIDER-MAN #258-- DANNY.

* SEE THE MARVEL SUPER HEROES **SECRET WARS** LIMITED SERIES-- DANNY.

THAT SOUNDS... HORRIBLE!

BUT, I CAN'T HELP FEELING SORRY FOR THIS POOR CREATURE! IT MUST BE TERRIFIED-- ALL ALONE AND CAGED ON A STRANGE PLANET!

I WOULDN'T WASTE MY SYMPATHY ON IT, ALICIA! IT'S TRICKY-- BUT I DOUBT IT'S CAPABLE OF INTELLIGENT THOUGHT!

BUT, YOU CAN'T BE SURE OF THAT, JOHNNY...

... CAN YOU?

SOME HOURS LATER, IN WHAT WAS ONCE BOTH SEMINARY AND MONASTERY FOR A RELIGIOUS ORDER, THE TRUE BLACK ABBOTT HOLDS COLD AUDIENCE--WITH HIMSELF...

MY AGENTS' REPORT BLAMES THE FAILURE OF MY LAST MISSION UPON THE APPEARANCE OF THOR!

AND FURTHER REPORTS FROM MY SPIES SAY THAT THOR REMAINS AT THE HOSPITAL--GUARDIAN OF MY PRODIGAL BODY!

THOR...THOR... IN THE PAST I'VE OFTEN TOYED WITH AN IDEA INVOLVING THIS SO-CALLED GOD...

...WHICH WOULD MAKE HIS BODY MY *OWN* STEPPING-STONE TO GODHOOD! NOW... I HAVE AN OPPORTUNITY TO MAKE THAT IDEA A REALITY!

YET, HE IS TOO POWERFUL TO TAKE CHANCES WITH! I SHALL NEED THE STRENGTH OF A NUMBER OF MY APOSTLES!

THE THOUGHTS OF THE BLACK ABBOTT ARE ECHOED IMMEDIATELY IN THE BODIES OF HIS BLACK APOSTLES, AND THROUGHOUT THE WORLD--

--IN LONDON...

...PARIS...

...WASHINGTON D.C...

...CENTRAL AMERICA--AND OTHER LOCATIONS--

--THEY POSTPONE THEIR INDIVIDUAL SCHEMES AND PREPARE JET-CRAFT TO JOURNEY TO MANHATTAN...

AND WITHIN SEVERAL HOURS...

SOME OF MY APOSTLES ARE ENGAGED IN OPERATIONS TOO DELICATE TO DISRUPT--SUCH AS THE TWO IN THE MIDDLE EAST!

YET THESE SEVEN SHOULD BE SUFFICIENT! NOW I MUST COMBINE MY STRENGTH WITH THEIRS--TO ACCOMPLISH WHAT I ALONE COULD NOT!

EARLY MORNING--IN A BASEMENT ROOM IN THE PRISON HOSPITAL, WHERE THE INJURED BLACK APOSTLE HAS BEEN RELOCATED...

OH GOSH! OH GOSH! STEADY, GIRL, STEADY! IT--IT'S REALLY *HIM!* WHEN THEY TOLD ME THOR WAS DOWN HERE, I COULD HARDLY BELIEVE IT!

HE'S EVEN BIGGER THAN HIS PICTURES MAKE HIM LOOK... AND WHAT A *HUNK!* COME ON, KNEES... QUIT SHAKING!

UH...AH...MISTER THOR...? THEY SENT ME--THAT IS, THEY THOUGHT MAYBE... UH...WOULD YOU CARE FOR A CUP OF C-COFFEE?

MMMM? NO THANK YOU, MISS. I DO NOT...

SUDDENLY...

EEEYAHHH!

NO! NO! PLEASE...! DON'T LET THEM--! NOOOOO!

BY THE BEARD OF ODIN!

CALM YOURSELF, MAN! IT IS JUST SOME FEVERED NIGHTMARE THAT FRIGHTENS YOU!

NIGHTMARE--? ≥*GASP!*≤ I ONLY WISH IT WERE! NO...I-IT'S *HIM*--THE BLACK ABBOTT! EVEN IN MY SLEEP, I SENSED HIM MASSING HIS POWER--

--PREPARING AN EVIL BEYOND IMAGINING! YOU... YOU MUST STOP HIM! LET ME GUIDE YOU--TAKE YOU TO HIM!

AYE, THEN! WHEN SPIDER-MAN ARRIVES WE WILL BOTH GO WITH YOU.

NO! NO! YOU CAN'T IMAGINE HOW DESPERATE THINGS ARE! THE DANGER GROWS EVERY SECOND WE DELAY! WE MUST GO AT ONCE!

SPURRED BY THE URGENCY IN THE INJURED APOSTLE'S MANNER, THE THUNDER GOD USES HIS AVENGERS PRIORITY TO GAIN CUSTODY OF THE PRISONER, AND AFTER A QUICK FLIGHT...

THERE, THOR! THAT OLD SEMINARY IS THE STRONGHOLD OF THE BLACK ABBOTT!

HURRY! PLEASE... *HURRY!* I CAN SENSE HIS EVIL POWER GROWING!

THE PLACE IS QUIET--YET SOMEHOW FILLED WITH A SINISTER FOREBODING! HAVE YOU ANY GUESS AS TO THE NATURE OF THIS GREAT EVIL THE ABBOTT PLANS?

YES... I BELIEVE I DO! SIMPLY PUT--

--HE PLANS YOUR END!

UNGHH! WHAT BASE TREACHERY--?!?

BUT EVEN YOU HAVE NOT THE POWER TO DEFEAT A GOD!

MORE APOSTLES STEP FROM HIDING--*UGGG!*--TO JOIN YOUR CRAVEN ATTACK!

'TWAS ALL A TRICK THEN--YOU WERE NEVER FREE FROM THE ABBOTT'S CONTROL AT ALL! UNHHH!

THERE YOU ARE WRONG, THUNDER GOD! MY INJURED APOSTLE DID, INDEED, BRIEFLY SUCCEED IN WALKING HIS OWN WILLFUL WAY--

GGGNNGGG...!

--YET, IN THE THE NIGHT, I USED THE COMBINED POWER GIVEN ME BY SEVERAL OF MY BODIES TO REGAIN MY CONTROL--

--AND BRING HIM BACK INTO THE FOLD... AND LAY THIS TRAP FOR YOU!

HIS POWER IS BEYOND BELIEF--ANYONE ELSE WOULD HAVE FALLEN IMMEDIATELY FROM THIS PSYCHIC MIND-BOLT ASSAULT!

YOU WILL FIND THAT THE GOD OF THUNDER MAKES DIFFICULT PREY, EVIL ONE!

AT LAST! HE HURLS HIS HAMMER, JUST AS I HOPED!

I MUST FOCUS THE ENERGIES OF ALL MY BODIES NOW--

--TO BEND THE FABRIC OF SPACE ITSELF INTO A WIDE ARC--

--SO THAT THE VICTIM OF THOR'S HAMMER--

"--WILL BE THE THUNDER GOD HIMSELF!"

BWAM

WUNGHH!

AS I SURMISED, NOT EVEN THOR COULD STAND UP TO A BLOW FROM HIS OWN HAMMER!

NOW, QUICKLY, I MUST CARRY HIM INTO THE PREPARED CHAMBER!

THE STORIES I HAVE HEARD ARE TRUE... NO ONE BUT THOR CAN LIFT THIS ENCHANTED HAMMER!

BUT SOON, I SHALL HAVE *THAT* POWER AS WELL!

MINUTES LATER...

DESPITE THE INTERFERENCE OF THE TORCH AND SPIDER-MAN, I MANAGED TO RELOCATE THE MIND-CONTROL AMPLIFIER FROM MY ISLAND BASE!

I SHALL KEEP TWO BODIES HERE AT ALL TIMES, CONTINUALLY BOMBARDING THOR WITH ITS WILL-SAPPING ENERGIES!

THE COMPLETE PROCESS WILL TAKE MONTHS... BUT EVENTUALLY, THOR'S MIND WILL BE TOTALLY WIPED CLEAN!

THEN MY MIND SHALL ENTER AND POSSESS HIS IMMORTAL BODY--

--AND I SHALL ASCEND THE THRONE OF GODHOOD!

A SHORT WHILE LATER, BACK AT THE HOSPITAL...

YOU MEAN THEY BOTH LEFT? HOW DO YOU LIKE THAT? AFTER THOR PROMISED ME! WELL... UH... DID THEY SAY WHERE THEY WERE GOING?

I THINK THE PRISONER MENTIONED SOMETHING ABOUT THE UPPER WEST SIDE... BUT THAT'S ALL I HEARD!

SWIFTLY, SPIDER-MAN MAKES HIS WAY TO THE NEIGHBORHOOD IN QUESTION...

BOY... IF I DO MANAGE TO FIND THEM, I'M GONNA GIVE THOR A PIECE OF MY MIND!

I MEAN, IF YOU CAN'T TRUST *HIM*, WHO *CAN* YOU TRUST?

BUT, AFTER A FUTILE HOUR OF WEB-SLINGING...

I JUST REALIZED... THIS IS THE SAME NEIGHBORHOOD WHERE I FIRST RAN INTO THE BLACK ABBOTT! MAYBE-- *WOAH!* I'M BEING ATTACKED--

--BY A GARBAGE CAN LID?

LOOK, KID, YOU'D BETTER WATCH WHERE-- HEY! IT'S TONY-- THE KID NOMAD AND I RESCUED!*

SPIDER-MAN! BOY, AM I GLAD I SAW YOU! YOU GOTTA LISTEN--!

* IN MTU #146 --DANNY.

I SAW IT YESTERDAY --BUT NOBODY WOULD BELIEVE ME! BUT I REALLY DID SEE IT!

SEE WHAT, TONY? WHAT DID YOU SEE?

A-- A KINDA TUNNEL--WHERE THESE GUYS IN WEIRD JETS WERE TAKIN' OFF-- GOING TO *KILL* SOMEBODY!

WEIRD JETS? QUICK, TONY--SHOW ME WHERE IT IS!

SHORTLY...

THAT'S IT, SPIDER-MAN! THAT HOLE OVER THERE!

IT'S A HIDDEN AIR-SHAFT... AND THE WAY TONY DESCRIBED THOSE AIRCRAFT, THEY COULD BELONG TO THE ABBOTT.!

THIS THING COULD LEAD TO HIS BASE!

BUT IF IT DOES--AND HE'S AS DANGEROUS AS I WAS TOLD-- IT MAY TAKE MORE THAN ME TO STOP HIM! I NEED BACK-UP HELP...IN CASE I FAIL!

TONY...CALL THE AVENGERS AND THE F.F. AND TELL THEM ABOUT THIS PLACE-- AND THAT I'M GOING IN!

IF THE F.F. DOUBT YOU, TELL 'EM TORCH AND I HAVE A SECRET MEETING PLACE AT THE STATUE OF LIBERTY! NO ONE ELSE KNOWS THAT-- IT'LL CONVINCE 'EM YOUR CALL IS REAL!

AND REMIND THE AVENGERS THAT I TRIED TO JOIN THEM AND SNUCK ALONG WHEN THEY FOUGHT THE LAVA MEN RECENTLY! THAT WAY THEY'LL KNOW YOU'RE ON THE LEVEL!

BUT, IN HIS EXCITEMENT YOUNG TONY GETS HIS INSTRUCTIONS SOMEWHAT MUDDLED...

...I'M TELLIN' THE TRUTH, MISTER! HOW ELSE WOULD I KNOW ABOUT THE SECRET MEETING PLACE?

NOW

YOUNG MAN, SPIDER-MAN HAS ***NEVER*** HELD SECRET MEETINGS WITH THE AVENGERS AT THE STATUE OF LIBERTY OR ANYWHERE ELSE!

≡SIGH≡... WHY DO THE AVENGERS GARNER SO MANY PRANK CALLS FROM CHILDREN?

HE-HE DIDN'T BELIEVE ME! GOTTA TRY THE F.F.!

1 2 3
4 5 6
7 9
0

I'M SORRY, SIR...BUT I DO NOT UNDERSTAND YOUR MESSAGE. THERE IS NO RECORD OF SPIDER-MAN EVER FIGHTING THE LAVA MEN WITH THE FANTASTIC FOUR!

I WILL RECORD YOUR CALL, BUT I CANNOT GIVE IT EMERGENCY PRIORITY!

B-BUT--!

OH, MAN! THIS IS BAD! SPIDEY WAS COUNTIN' ON ME... WHAT DO I DO NOW?

MAYBE I CAN STILL CATCH HIM--TELL HIM WHAT HAPPENED!

BUT...

HE'S ALREADY GONE IN! THEN... I GOTTA GO AFTER HIM! HE'S GOTTA KNOW NOBODY'S COMIN' TO HELP!

I MIGHT EVEN GET A CHANCE TO SEE HIM IN ACTION--OR MAYBE EVEN HELP 'IM MYSELF!

WHILE INSIDE...

THIS IS DEFINITELY A PLACE WHERE THE BLACK ABBOTT HANGS HIS COWL... THOSE JET-CRAFT I PASSED WERE THE SAME AS HIS OTHERS I'VE SEEN!

BUT IS THIS THE MAIN BASE...OR JUST A HANGOUT FOR ONE OF HIS BLACK APOSTLES?

AND JUST AS IMPORTANTLY --IS THIS WHERE STEVE AND THOSE OTHER BRAINWASHED KIDS ARE BEING KEPT?

SO FAR I'VE ONLY SEEN A FEW SCATTERED GUARDS-- EASILY AVOIDED!

GUESS I'M JUST GONNA HAVE TO SEARCH THE WHOLE PLACE TO FIND OUT!

HMMM... A WEIRD HUM COMING FROM BEHIND THIS DOOR-- GUESS THAT MAKES IT A GOOD PLACE TO START!

HOLY COW! IT'S THOR--A PRISONER! HOW IN THE WORLD DID THEY EVER CAPTURE *HIM*?

THAT MACHINE... IT'S A BIGGER VERSION OF THE ONE THE ABBOTT USED ON THE TORCH--AND TRIED TO USE ON ME!

I'VE GOTTA GET HIM OUT FROM UNDER IT, FAST--

--BEFORE THEY HAVE A CHANCE TO TURN THEIR MENTAL ENERGIES ON *ME!*

MFFF!

SKUTCH

GREAT! THAT'S THE WAY I LIKE TO DO THINGS--TOOK 'EM BOTH OUT BEFORE THEY KNEW I WAS THERE!

THOR! SNAP OUT OF IT! WAKE UP BEFORE--UH OH!

SPIDER-MAN I'VE HAD ENOUGH OF YOUR INTER-FERENCE!

WELL, GOSH, IF YOU FEEL THAT WAY, I'LL JUST LEAVE! I KNOW WHEN I'M NOT WANTED!

NO--BLAST! HE'S TOO FAR OUT OF RANGE FOR MY PSYCHIC MIND-BOLTS!

I SHOULD HAVE REALIZED...IF THESE APOSTLES ARE ALL SUPPOSED TO SHARE THE SAME CONSCIOUSNESS--

--THEN KNOCKING OUT TWO OF THEM WAS SURE TO BRING ANY OTHERS RIGHT DOWN ON TOP OF ME!

AND SINCE *EACH* OF THEM HAS GOT ALL THE POWERS OF THE BLACK ABBOTT, I SURE DON'T WANT TO FACE THEM ALONE!

HOPEFULLY, THAT WEBBED-UP DOOR WILL DELAY THEM LONG ENOUGH FOR THOR TO RECOVER!

MINUTES LATER, IN THE BASEMENT...

BOY... NEVER THOUGHT I'D SEE *THOR* IN THIS KINDA SHAPE! HE'S STILL PALE AND GROGGY!

HEY, GOLDILOCKS... YOU OKAY?

I HAVE REGAINED MY SENSES... YET MY LIMBS ARE STILL NUMB...

...DEADENED BY WHATEVER UNHOLY TREATMENT THE BLACK ABBOTT WORKED UPON ME! I CANNOT MOVE THEM!

YET, SLOWLY, I FEEL NEW LIFE SURGING BACK INTO THEM! IN A SHORT WHILE--

OBOY! LOOKS LIKE OUR TIME JUST RAN OUT!

THEN YOU MUST FIGHT ALONE, SPIDER MAN... DELAY THEM UNTIL I CAN MOVE AGAIN!

OH SURE... SURE! THESE GUYS SOMEHOW TOOK OUT THOR HIMSELF! NOW I'M SUPPOSED TO HOLD THEM OFF ALONE?

THWIP THWIP

MAYBE IF I MOVE FAST ENOUGH, I CAN SNARE 'EM IN MY WEB--

SCRATCH THAT! THEY THREW IT RIGHT BACK AT ME WITH THEIR MIND-OVER-MATTER POWERS!

THIS TIME SPIDER-MAN IS IN RANGE OF MY MIND-BOLT! ONCE HE FALLS, THOR'S BODY SHALL BE MINE!

AGGHH!

SPIDER-MAN FIGHTS VALIANTLY --YET HE CANNOT LONG STAND AGAINST SUCH AN ONSLAUGHT! I MUST AID HIM!

MY ARMS BEGIN TO REGAIN SOME MOVEMENT... COME NOW, MIGHTY MJOLNIR-- MINE OWN ENCHANTED HAMMER--

"--FLY HITHER TO MY HAND--"

"--NO MATTER WHAT OB-STACLES LIE BETWEEN US!"

LIKE A THUNDER-BOLT, THE MASSIVE URU MALLET STREAKS TO ITS MASTER--

--FELLING SEVERAL OF THE BLACK APOSTLES IN ITS PATH...

NOW, BRASH, ARROGANT MORTAL--YOU WHO WOULD MAKE OF YOURSELF A GOD--!

LEARN NOW WHAT IT MEANS TO CHALLENGE THE POWER OF THAT TO WHICH YOU DARED ASPIRE...

...AS YOU FACE THE AWESOME, UNLEASHED WRATH OF THE GOD OF THUNDER!

THOR'S HAMMER STAMPS TWICE, SUMMONING THE RAGING FURY OF A TERRIBLE STORM...

CYCLONIC WINDS BUFFET THE BODIES OF THE BLACK APOSTLES, HURLING THEM HELPLESSLY AGAINST THE STONE WALLS...

...WHILE ANGRY LIGHTNING CRACKLES WITH DEAFENING REPORT, ITS CONCUSSION BATTERING THE REMAINING APOSTLES INTO UNCONSCIOUSNESS...

KRA-KOOOM

...ALL SAVE THE BLACK ABBOTT HIMSELF, WHO HAS KEPT WELL BACK FROM THE FIGHTING...

S-SO MANY OF MY BODIES--ALL RENDERED UNCONSCIOUS AT ONCE! E-EVEN I AM SHAKEN BY THE PSYCHIC SHOCK OF FEELING THEM ALL GO DOWN!

I CAN'T FACE MY ENEMIES IN THIS STATE--I'VE GOT TO ESCAPE!

YET AS THE ABBOTT STAGGERS WEAKLY DOWN THE STAIRS TOWARD HIS JET-CRAFT...

CLANG

WH-WHAT'S THIS? SOME CHILD IN THE AIR-SHAFT?

I DON'T KNOW HOW YOU CAME HERE, BOY, BUT YOU WILL BE MY HOSTAGE--TO KEEP THOR FROM USING HIS HAMMER ON ME!

HEY! LEGGO! SPIDER-MAN--HELP ME!

IT'S TONY! HE MUST HAVE FOLLOWED ME DOWN HERE!

YOU MUST SAVE HIM, SPIDER-MAN! I STILL AM UNABLE TO MOVE MY LEGS!

UNHHH! NO GOOD! I'M TOO GROGGY FROM THAT BLASTING I TOOK FROM THE BLACK APOSTLES--

--C-CAN'T MOVE FAST ENOUGH!

YOUR HAND, SPIDER-MAN--! REACH OUT FOR MY HAMMER'S THONG AS IT PASSES!

HUH?!? OBOY!

YA-HOOOO

MAN, WHAT A RIDE! EVERY FRIENDLY NEIGHBORHOOD SPIDER-MAN NEEDS A HAMMER LIKE THAT!

OKAY, FOLKS...LAST STOP! EVERYBODY OUT!

SKRIPPP

FOOL! EVEN IN MY WEAKENED STATE, MY MIND-BOLTS ARE POWERFUL ENOUGH TO TAKE CARE OF *YOU!*

UNGHH! HE'S RIGHT! CAN'T RISK FIGHTING HIM WHILE TONY'S IN DANGER! GOTTA GET HIM TO SAFETY!

OH, MAN--THIS IS NEAT!

WHEW! THE ABBOTT'S OUT OF SIGHT ALREADY! UNLESS I'VE LOST ALL SENSE OF DIRECTION, THAT TUNNEL MUST GO OUT UNDER THE RIVER!

HE'S TOO FAR AWAY FOR ME TO CATCH UP TO HIM NOW! BLAST! BUT I BET WE'LL MEET AGAIN SOMEDAY!

AT LEAST WE KNOCKED OUT SOME OF HIS APOSTLES...BUT WHAT ABOUT STEVE HOPKINS? I NEVER DID FIND HIM!

BUT AFTER A SEARCH OF THE ABBEY, STEVE AND THE OTHER YOUNG SCIENTISTS ARE LOCATED...

SPIDER-MAN TELLS ME YOU ARE NOT TO BLAME FOR BUILDING THE ABBOTT'S INSIDIOUS DEVICE...THAT YOU WERE BRAINWASHED INTO BELIEVING YOU WORKED FOR WORLD PEACE!

I-I'M SO CONFUSED! BUT *YOU* MUST BE TELLING THE TRUTH, THOR! SOMEHOW W-WE WERE DUPED!

YET LOOK AT THE WEAPONS IN THE ROOMS AROUND YOU! DO THESE SEEM LIKE ITEMS A PEACE-ORGANIZATION WOULD EMPLOY?

THE ABBOTT'S INFLUENCE OVER THEM IS ALREADY WEAKENING NOW THAT THEY'RE ACTIVELY RESISTING IT.

ONLY TIME WILL TELL IF THEY'LL EVER BE TOTALLY FREE OF HIS INFLUENCE.

AS FOR YOU, TONY... 'TWAS FOOLISH AND DANGEROUS TO ENTER THE LAIR OF THE ABBOTT ALONE!

I MUST CAUTION YOU...BEING A SUPER HERO IS MORE THAN JUST A CHILD'S GAME!

THOUGH I MUST ADMIT THAT, WITHOUT YOUR AID, SPIDER-MAN MIGHT NEVER HAVE FOUND THIS PLACE--AND I MIGHT YET LANGUISH UNDER THE VILLAIN'S DEVICE!

DESPITE YOUR SMALL FRAME, YOU HAVE PROVEN THAT THOUGH EVERY MAN IS NOT GIFTED WITH GREAT POWERS--

--EVERYONE CAN AID IN SOME WAY IN THE FIGHT AGAINST EVIL... IF THEY BUT HAVE THE COURAGE!

HE SAYS IT BETTER THAN I DO, TONY, BUT WHAT HE MEANS IS... *THANKS!*

NEXT: *SPIDEY & CANNONBALL!*

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the AMAZING SPIDER-MAN® ANNUAL

THE SCORPION TAKES A BRIDE!

BUT IT'S J. JONAH JAMESON'S!

SCRIPTED BY STAN (THE MAN) LEE!

Stan Lee PRESENTS:

SPIDER-MAN™

THE SCORPION TAKES A BRIDE!

(BUT NOT THE WAY YOU THINK!)

I STILL REMEMBER THE START OF IT. I HEARD THE GUN-SHOTS AS SOME BANK ROBBERS TRIED TO ESCAPE BY HELICOPTER. I KNEW IT MEANT I'D MISS THE A-TEAM TONIGHT. BUT THAT'S THE BREAKS WHEN YOUR NAME IS--SPIDER-MAN!

WELL, WADDAYA KNOW! THEY ROBBED THE FIRST NATIONAL AND THEY'RE TAKING OFF IN A HIGH-TECH WHIRLYBIRD.

WHAT HAPPENED TO THE GOOD OL' DAYS WHEN I ONLY HADDA CHASE AFTER SOUPED-UP SEDANS?

THEY WERE TOO FAR FOR MY WEBBING TO REACH. ANY SANER SUPER HERO WOULD HAVE QUIETLY WALTZED AWAY FROM THIS LITTLE TABLEAU.

BUT I'VE NEVER BEEN ACCUSED OF TERMINAL SANITY.

PLOT BY: TOM DeFALCO
BREAKDOWNS BY: RON FRENZ
FINISHES BY: BOB LAYTON and JACKSON GUICE
COLORS BY: BOB SHAREN
LETTERS BY: JOE ROSEN
EDITED BY: DANNY FINGEROTH
EDITOR-IN-CHIEF: JIM SHOOTER
SCRIPTED (FOR THE FIRST TIME IN 12 YEARS) BY STAN LEE (THAT'S RIGHT--*STAN LEE!*)

IF MY WEBBING COULDN'T REACH 'EM FROM THERE...

THERE WAS ONLY ONE THING TO DO...

GET CLOSER.

LIKE SO.

BINGO! THESE LITTLE "THWIPPS" ARE MUSIC TO MY SHELL-LIKE EARS.

THWIPP!

THWIPP!

THAPPP!

I WAS SO TAKEN WITH THE RAPTURE OF THE MOMENT, THAT I ALMOST FORGOT IT WASN'T A TEA PARTY. UNTIL --

THE WEB-SWINGER! WE'LL MAKE MINCEMEAT OUTTA HIM!

FROM HERE ON, IT'S BY THE NUMBERS. I'LL JUST CLIMB TO THE COCKPIT...

YEAH. SO I THOUGHT.

BUT MY BANK-BUSTIN' BUDDIES HAD OTHER IDEAS.

THEY SAW ME. THEY'RE TRYING TO SHAKE ME OFF.

WHOA, GUYS! YOU'RE ZINGIN' TOO LOW!

IF THE PILOT WASN'T A CERTIFIED LUNATIC HE WAS PUTTING ON A GREAT ACT.

THIS WASN'T A MOVIE. IT WAS REAL LIFE.

BUT IT WAS LOOKING MORE LIKE REAL DEATH!

UP! GET UP! YOU'RE GONNA CRASH!

NEWSSTAND

I NEVER REALIZED I WAS SO PERSUASIVE. SECONDS LATER...

HE'S GAINING ALTITUDE!

YEP, HE WAS HEADING UP AGAIN, BUT I HAD NO REASON TO CHEER.

NOW I SEE WHAT HE'S AFTER.

HE'S TRYING TO BRUSH ME OFF, BY SLAMMING ME INTO--

=UNHHH= THAT WAS TOO CLOSE!

OH NO! HE'S HEADING DOWN AGAIN!

SUDDENLY, THEY LEARNED THE HARD WAY: DUMB LUCK CAN'T LAST FOREVER.

BANK 'ER, YOU FOOL!

TOO LATE! WE HIT THE TOWER! THE ROTOR'S SNAPPED!

WE'RE FALLING!

CAN'T LET THE SHIP HIT THE STREET!

BUT HOW DO I STOP IT?

THAT'S WHEN I GOT A WILD IDEA...

I CRISS-CROSSED MY WEBBING AS I SWUNG DOWN...

THEN I LANDED ON A TRUCK BELOW.

I WATCHED THE SHIP DROPPING TOWARDS ME, CLOSER AND CLOSER...

EACH WEB-STRAND SLOWED IT DOWN A LITTLE MORE.

BUT NOT ENOUGH TO STOP ITS PLUNGE.

IT'S ALMOST ON TOP OF ME!

I COULD HEAR THE SCREAMING ABOVE ME, COULD SEE EVERY RIVET IN THE UNDERCARRIAGE.

FROM BUILDING TO BUILDING AND BACK AGAIN.

...SNAPPING THE WEBBING AS IT FELL.

AND THEN...

IT REACHED ME! AND I CAUGHT IT!

KNOW SOMETHING? IF WEB-STRANDS WERE WALRUSES, I'D HAVE FED 'EM SOME FISH RIGHT THEN AND THERE!

CATTLONE'S

WELL, THAT WRAPPED IT FOR ME.

SURE HOPE I CATCH THIS ON THE LATE-NITE NEWS.

NOW IT WAS TIME FOR THE MOST IMPORTANT PART OF ALL.

THESE PIX'LL BE WORTH A BUNDLE--

--IF I REMEMBERED TO LOAD THE CAMERA.

I REMEMBERED! THINGS DON'T ALWAYS GO WRONG--IT SAYS HERE.

MY NEXT STOP WAS THAT BEST-SELLING BASTION OF TRUTH AND INTEGRITY, THE DAILY BUGLE.

THE PLACE SEEMED A LITTLE DIFFERENT TO ME TODAY.

EVERYONE WAS CLUSTERED AROUND IN GROUPS, WHISPERING AND GRINNING...

LIKE SOMEONE'S FLY WAS OPEN.

HOPE IT'S NOT MINE.

GUESS WHAT, PETER? NED JUST RETURNED FROM HIS EXTENDED ASSIGNMENT.

HEY, THAT'S GREAT, BETTY.

BUT THAT CAN'T BE WHAT ALL THE WHISPERING'S ABOUT.

WHAT'S GOING ON AROUND HERE?

NOTHING EARTH-SHAKING. IT JUST HAS TO DO WITH MR. JAMESON.

IT WAS LIKE PRYING GOSSIP FROM THE SPHINX. BUT BEFORE I COULD ASK ANY MORE QUESTIONS...

HI, PETER. THIS A SOCIAL CALL, OR DO YOU HAVE THE ANSWER TO AN EDITOR'S PRAYER IN THAT ENVELOPE YOU'RE CLUTCHING?

YOU'RE A MIND-READER, MR. R. WAIT'LL YOU SEE...

IT'S REALLY NOTHING MUCH. JUST AN EXCLUSIVE SHOT OF SPIDER-MAN CATCHING A FALLING HELICOPTER IN HIS BARE HANDS IN THE MIDDLE OF A CROWDED STREET.

BUT I KNOW YOU'RE BORED WITH PIX OF SPIDEY...

TELL YOU WHAT, SON -- I'LL OVERLOOK MY BOREDOM JUST THIS ONCE. YOUR SHOT'S A SENSATION. GOT PAGE-ONE WRITTEN ALL OVER IT.

LET'S REMEMBER THAT WHEN YOU WRITE OUT MY CHECK, HUH?

I'D BE LYING IF I SAID I WASN'T PLEASED WITH MYSELF. AND YOU KNOW MAY PARKER'S NEPHEW NEVER EVER LIES.

PETER, YOU'RE JUST TOO MUCH.

IT SURE BEATS NOT ENOUGH.

WHILE I WAS BEAMING, A PRINTER'S MESSENGER ARRIVED.

I GOT SOME STUFF HERE FOR J. JONAH JAMESON.

STUFF, HUH? YOUR POWERS OF DESCRIPTION ÷KAFF÷ ARE ALMOST AWESOME.

EVERYONE'S A COCKAMAMIE COMEDIAN AROUND HERE.

HIS PRINTING SAMPLE'S FALLING OFF THE BOX. I'LL JUST-- HEY! WHAT'S THIS?

GATHER 'ROUND, LADS AND LASSIES. ÷KAFF-KAFF÷ OL' BEN URICH'S GOT AN ITEM FOR YE NEWS-HUNGRY MASSES.

NOBODY'S SCOOPIN' THE BUGLE ON *THIS* ONE!

BY NOW, MY CURIOSITY WAS BIG ENOUGH TO CHOKE GODZILLA. I HEADED FOR WENDY THORNTON...

WHAT'S HAPPENING, WENDY? SOMEONE CATCH JAMESON WITH A SMILE ON HIS FACE?

COULD BE. ESPECIALLY IF THIS ANNOUNCEMENT IS TRUE. HERE, BE MY GUEST.

LOOKS LIKE A WEDDING INVITATION.

IT WAS.

HOW ABOUT THAT! THE OL' CURMUDGEON IS FINALLY TAKING THE PLUNGE.

MARLA MADISON and J. JONAH JAMESON REQUEST THE HONOR OF YOUR PRESENCE AT THE

JOLLY JONAH AND MARLA MADISON WERE GETTING MARRIED!

SO SHE'S FINALLY GONNA MAKE A RESPECTABLE MAN OUT OF HIM!

SHOULD WE OFFER CONGRATULATIONS OR CONDOLENCES?

MY, YOU'RE CERTAINLY QUICK WITH THE QUIPS TODAY, MR. PARKER.

WHOA, ANN. I WAS READING THAT.

I KNOW. YOU WERE MOVING YOUR LIPS.

I'M WRITING AN ANNOUNCEMENT FOR THE LATE EDITION'S SOCIETY PAGE AND I'LL NEED THE INVITATION FOR REFERENCE.

WE MUSTN'T SQUASH THE NEWS, MUST WE?

SOMEDAY I'LL TELL HER WHAT I'D LIKE TO SQUASH.

MEANWHILE, IN JONAH'S 46TH FLOOR EXECUTIVE SUITE, THE TWO LOVEBIRDS WERE SAFELY ENSCONCED AWAY FROM THE PEASANTS.

JONAH DEAR, ARE YOU AS HAPPY AS I?

I DON'T KNOW, MARLA. HOW HAPPY ARE YOU?

THAT'S WHAT I LOVE ABOUT YOU, YOUR KNACK FOR ROMANTIC SMALL TALK.

≠HRRRUMPH≠ I'M A PUBLISHER, MY DEAR, NOT A LONG-HAIRED SCREEN STAR.

THAT'S THE OTHER THING I LOVE ABOUT YOU. NOBODY ELSE CAN GARGLE A "HRRRUMPH" LIKE YOU CAN.

TAKES YEARS OF PRACTICE, MY SWEET.

HAVE YOU INVITED JOHN TO THE WEDDING YET?

I, EH, I'M NOT SURE HE CAN MAKE IT. YOU SEE...

NONSENSE. YOU MIGHT AS WELL NOT INVITE THE MINISTER.

HE'S YOUR OWN SON. HE MUST BE THERE.

AND, FOR THE UMPTEENTH TIME, GET RID OF THAT CIGAR.

BUT I WASN'T INHALING.

THAT'S NOT THE REASON, JONAH.

THIS IS.

IF YOU'RE WONDERING HOW I KNOW WHAT THEY WERE SAYING WHEN I WASN'T THERE, HANG LOOSE, HERO. 'TWILL ALL BE REVEALED.

I'D BETTER SCAMPER, DEAR. I DON'T LIKE TO KEEP YOU FROM YOUR WORK.

YOU KIDDING? WHY DO YOU THINK I'M MARRYING YOU?

MAN DOES NOT LIVE BY TOIL ALONE.

I ALWAYS THOUGHT YOU WERE A CORNBALL, JJ. NOW I KNOW IT.

WHA--?!!

SOME JOURNALIST! THERE'S NO SUCH WORD AS "WHA."

YOU!

I ALWAYS DID ENVY YOUR INSPIRED REPARTEE.

WHAT ARE YOU DOING THERE?

I'M NOT THERE. I'M HERE.

I CAME TO CONGRATULATE YOU ON YOUR WEDDING PLANS.

NEXT TIME SEND A NOTE.

SINCE YOU MAY NOT INVITE ME, AND I CAN'T KISS THE BRIDE, I FIGURED I'D DO THE NEXT BEST THING.

÷GURRK÷

YOU MISBEGOTTEN, COSTUMED CRETIN! NOW I'LL NEED A RABIES SHOT!

THE BOUQUET'S FOR THE LITTLE LADY. DON'T SNEAK OFF AND SELL IT.

I MIGHT HAVE STAYED LONGER, BUT I HATE TO SEE A GROWN MAN CRY.

MR. JAMESON, ARE YOU THERE?

WHERE IN THE BLOODY BLUE BLAZES DIDJA THINK I'D BE?

WOW! IF HE'S THIS BAD-TEMPERED *BEFORE* THE WEDDING, I SURE PITY THE BRIDE.

JUST WANTED TO TELL YOU YOUR LIMO IS WAITING.

THERE HE GOES, OL' MR. SWEETNESS 'N JOY HIMSELF.

I WAS TEMPTED TO FOLLOW JJ'S CAR AND RIB HIM SOME MORE, BUT I THOUGHT BETTER OF IT.

LET 'IM GO. HE'S GOT ENOUGH PROBLEMS, JUST LIVING WITH HIMSELF.

IMAGINE WAKING UP IN THE MORNING AND BEING J. JONAH JAMESON. YECCCH!

AW, WHAT THE HECK, I GUESS HE'S NOT ALL THAT BAD. HE COULDN'T BE.

WHAT WOULD I DO WITH MYSELF IF I DIDN'T HAVE JJ TO KICK AROUND, ANYWAY?

SOMETIMES, WEB-SWINGING CAN GO TO YOUR HEAD. I ACTUALLY BEGAN TO FEEL MELLOW ABOUT THAT MOUSTACHED MISFIT.

IT'S NOT AS THOUGH HE'S EVIL, OR SINISTER.

HE COULDN'T HELP BEING BORN A POMPOUS STUFFED SHIRT.

AND HE'S ALWAYS GOOD FOR SOME LAUGHS.

NUTS! WHY DON'T I LEVEL WITH MYSELF?

THE WORST THING ABOUT HIM IS-- HE DOESN'T LIKE ME.

BUT HE'S BEEN PART OF MY LIFE'S CAST OF CHARACTERS FOR SO LONG, HE'S GROWN ON ME.

JUST LIKE A WART--OR LIKE MY BLACK SUIT WANTED TO DO BEFORE I DUMPED IT!*

*SEE AMAZING SPIDER MAN #258 --DANNY.

WHILE I WAS ROOF-HOPPING AROUND THE BIG APPLE, JONAH WAS HEADING FOR A SANITARIUM IN THE SUBURBS.

HERE YOU ARE, SIR. THE SHERWOOD NURSING HOME.

GOOD TO SEE YOU, MR. JAMESON. YOU'RE LOOKING FIT.

WHAT ABOUT MY SON, DOCTOR? HOW IS HE? IS THERE ANY IMPROVEMENT?

HE HAS HIS GOOD DAYS, AND HIS BAD DAYS.

HE'S BEST, OF COURSE, WHEN HE'S CALM, RELAXED, AND UNTROUBLED.

HE SEEMS TO FIND PEACE OF MIND DOING JIGSAW PUZZLES.

I SEE HE'S DOING ONE NOW.

IT'S SO HARD -- TO SEE HIM LIKE THIS.

IT-- IT JUST BREAKS MY HEART.

IT SHOULDN'T, MR. JAMESON. HE'S RELATIVELY CONTENT, WELL-CARED FOR, AND THERE'S ALWAYS THE CHANCE OF A COMPLETE RECOVERY.

I KNOW. BUT WHEN I THINK OF HIM THE WAY HE WAS, SO BRIGHT, SO COMPETENT, SO-- YES, SO HEROIC.

LET'S GO IN. HE'S WAITING FOR YOU.

DAD! WHAT A PLEASURE TO SEE YOU.

HELLO, SON.

I'LL LEAVE YOU TWO ALONE NOW.

HOW'S IT GOING, JOHN? ARE THEY TAKING GOOD CARE OF YOU?

SURE, DAD, I CAN'T COMPLAIN.

I'VE GOT LOTS OF PUZZLES.

WHEN DID YOU START ON THIS JIGSAW KICK?

I DON'T KNOW. DIDN'T SEEM TO BE MUCH ELSE TO DO. Y'KNOW, DAD, IT'S A FUNNY THING.

THEY REMIND ME OF MY LIFE. SO MANY PIECES THAT DON'T FIT TOGETHER.

I UNDER-STAND.

I-- CAME TO TELL YOU SOMETHING, JOHN.

WHAT IS IT, DAD? YOU LOOK SO GRIM.

OH NO, NO. IT'S NOTHING BAD.

IT'S GOOD NEWS. GREAT NEWS. I'M GETTING MARRIED-- TO MARLA MADISON.

JOHN, WAIT. WHAT'S THE MATTER?

YOU KNOW WHAT'S THE MATTER.

SHE'LL COME BETWEEN US! I KNOW SHE WILL!

JUST LIKE SOMETHING ALWAYS COMES BETWEEN US!

YOU-- RUINED YOUR PUZZLE.

I TOLD YOU, IT REMINDS ME OF MY LIFE.

I DON'T KNOW WHAT TO SAY, JOHN.

THEN DON'T SAY ANYTHING. I DON'T TALK MUCH ANYMORE.

I'M SORRY IT DIDN'T GO TOO WELL THIS TIME.

IT WAS MY FAULT. HE WASN'T READY FOR THE NEWS YET.

I SHOULD HAVE REALIZED THAT.

BUT YOU MUSTN'T FEEL GUILTY ABOUT YOUR WEDDING, MR. JAMESON. YOU HAVE YOUR OWN LIFE TO LEAD.

I KNOW, BUT I CAN'T BEAR TO SEE HIM THAT WAY.

I'LL BE BACK. I'LL THINK OF SOMETHING. I HAVE TO.

IN THE MEANTIME, WE'LL LOOK AFTER HIM. DON'T WORRY.

WORRY? JONAH WOULD HAVE A CONNIPTION FIT IF HE KNEW WHAT WAS IN STORE.

HE CAME TO VISIT HIS SON, DID HE? HOW TOUCHING.

IF HE SOUNDED SENTIMENTAL, DON'T LET IT FOOL YOU. IN A NEARBY CELL, ONE OF THE MOST DANGEROUS MEN IN THE WORLD WAS SCHEMING AND PLOTTING...

JAMESON'S SON PLAYS WITH PUZZLES WHILE MAC GARGAN WEARS A SOUPED-UP STRAIT JACKET.

BUT THAT'LL SOON CHANGE. OH YES, HOW IT WILL CHANGE.

I WASN'T THERE AT THE TIME, SO I PIECED THIS TOGETHER FROM LATER REPORTS. BUT TRUST ME.

IF NOT FOR JAMESON, I WOULDN'T BE HERE NOW.

IT'S ALL HIS FAULT. THAT'S WHY HE'S GOT TO PAY.

HE'S THE ONE WHO HIRED ME FOR THAT EXPERIMENT, TO MAKE ME MORE POWERFUL THAN SPIDER-MAN.

HE WANTED ME TO RID HIM OF THE WEB-SPINNER.

BUT I BECAME TOO POWERFUL, TOO DEADLY.

I BECAME --THE SCORPION!

AND NOW, IT'S ALMOST TIME FOR THE SCORPION TO STING AGAIN.

READY FOR YOUR SESSION, MAC?

I BROUGHT SOME CONSULTANTS TODAY.

BRING WHOEVER YOU WANT, DOC, LONG AS I AIN'T PAYIN' FOR IT.

NOW, YOU KNOW THE PAYMENTS ARE ALL TAKEN CARE OF.

SURE. THE MOST EXPENSIVE SANITARIUM AROUND, THE HIGHEST PRICED SHRINKS, ALL THE CARE I NEED.

SOMEONE'S SURE TAKIN' A BIG INTEREST IN MAC GARGAN.

THERE'RE PEOPLE IN HIGH PLACES CONCERNED ABOUT YOU, MAC. YOU SHOULD APPRECIATE IT.

NOW LET'S GET ON WITH THE THERAPY.

THERAPY! THERE WAS AS MUCH CHANCE OF THAT HELPING THE SCORPION AS THERE WAS OF MILKSHAKES CURING DRACULA.

SHERWOOD NURSING HOME

BUT THEY KEPT TRYING, ANYWAY. THEN, LATER THAT NIGHT...

IT'S ALMOST TIME. I HEAR HIS FOOTSTEPS.

NOW, IN RETROSPECT, IT'S ALL SO PAINFULLY CLEAR HOW IT MUST HAVE HAPPENED...

HI, MR. GARGAN. I BROUGHT YOU SOME COFFEE 'N SMOKES, AND A PAPER.

THAT'S NICE OF YOU, FRANK.

HEY, YOU'RE THE ONE WHO'S NICE, LETTIN' ME VISIT YOU LIKE THIS. IT'S MADE ME A REAL BIG SHOT WITH MY FRIENDS.

THEY'RE ALWAYS ASKIN' ME ABOUT THE FAMOUS SCORPION.

AND WHAT DO YOU TELL THEM?

Y'KNOW, I TELL 'EM WHAT A GREAT GUY YOU ARE, AND HOW YOU LET ME COME VISIT YOU, AND THE WAY YOU TELL ME ALL THE FAR-OUT THINGS YOU'VE DONE.

AND HOW I'M THE ONLY ONE WHO'S ALLOWED TO COME 'N READ YOU THE PAPER.

AND WHAT HAVE YOU GOT TONIGHT?

HERE'S SOMETHING INTERESTING. JONAH JAMESON, THE BUGLE'S PUBLISHER, IS GETTING HITCHED.

I'VE SEEN HIM BEFORE. IN FACT, HE WAS HERE EARLIER. BOY, IN THIS JOB YOU MEET EVERY-ONE.

SHUDDUP! I HEARD ENOUGH. THIS IS WHAT I'VE BEEN WAITING FOR.

MR. GARGAN, YOU NEVER TALKED TO ME LIKE THAT BEFORE. WHAT DO YOU MEAN, IT'S WHAT YOU'VE BEEN WAITING FOR?

HOLD IT. WHAT ARE YOU DOING?

YOU'LL SOON FIND OUT.

I HATE TO DO THIS, SIR, BUT I GOT MY ORDERS.

GOTTA SHOOT A TRANQUILIZER DART AT YOU IF YOU GET OUTTA HAND.

GET OUT OF HAND?!! YOU SIMPERING FOOL--

YOU DON'T BEGIN TO SUSPECT THE RAW *POWER* YOU'RE FACING.

YOU SHOULDN'TA DONE THAT, MR. GARGAN. I- I THOUGHT WE WERE FRIENDS.

FRIENDS?

THE SCORPION HAS NO FRIENDS.

YOU REALLY THOUGHT THAT USELESS TOY WOULD STOP *ME*?!!

SO YOU BEEN TELLING EVERYBODY WHAT A GREAT GUY I AM, HUH? SO KNOWIN' A CELEBRITY MAKES YOU A BIG SHOT, HUH?

WELL, I'M GONNA GIVE YA SOMETHIN' TO REAL-LY TALK ABOUT.

HERE, CREEPO-- HOW'S THIS FOR STARTERS?

YOU-- RIPPED OFF THE PADDED STEEL DOOR-- BARE-HANDED!

NOW GET UP. YOU'RE GONNA DO SOMETHIN' FOR ME.

MY COSTUME. SHOW ME WHERE IT IS. NOW.

SURE, MR. GARGAN. SURE.

BUT IT WON'T DO YOU NO GOOD.

IT'S LOCKED IN THERE, BEHIND TWO FEET OF SOLID STEEL.

GOOD. I'M GLAD.

YOU'RE GLAD?

YEAH. IT'S NICE TO KNOW THEY TOOK GOOD CARE OF IT.

FROM THE LOOK OF THE PLACE LATER, I FIGURE GARGAN TOSSED THOSE CABINETS AROUND LIKE COMICBOOKS...

...TILL HE FOUND WHAT HE WAS LOOKING FOR.

HE-- HE'S PUTTING IT ON.

NOW'S MY CHANCE. I GOTTA GET AWAY.

I'LL MAKE IT. HE WOULDN'T HURT ME. WE WERE FRIENDS, HIM AND ME-- FRIENDS.

HE NEVER KNEW WHAT HIT HIM. ALL IT TOOK WAS ONE ELECTRO-MAGNETIC BLAST FROM GARGAN'S TAIL.

LIKE HE SAID, THE SCORPION HAS NO FRIENDS.

IF ONLY I HAD KNOWN. MAYBE I COULD HAVE DONE SOMETHING SOONER-- MAYBE I COULD HAVE PREVENTED SOME OF THE GRIEF. BUT I NEVER EVEN SUSPECTED WHAT WAS HAPPENING AT THAT LONELY SANITARIUM.

ALL THIS TIME, I WAITED--WAITED FOR THE RIGHT MINUTE. AND NOW IT'S HERE!

NOW I KNOW JUST WHAT I'VE GOTTA DO--

AND I'VE GOT THE POWER TO DO IT.

YOU PROBABLY GUESSED THAT JOHN JAMESON WAS THE SCORPION'S NEXT TARGET.

AND HE DION'T LET A LITTLE THING LIKE A DOOR STOP HIM.

SURPRISED, JAMESON?

THE EX-ASTRONAUT TRIED TO RESIST, BUT THERE WAS NO WAY. THE SCORPION COULDN'T BE STOPPED.

YOU'RE LUCKY. I MAY NOT KILL YOU --YET.

WITHIN SECONDS, THE HELPLESS VICTIM WAS BOUND, AS GARGAN HAD BEEN EARLIER.

YOU CAN'T DO IT. YOU'LL NEVER MAKE IT OVER THE WALL.

I WON'T, HUH?

I GUESS YOU NEVER HEARD--

--OF THE SCORPION'S CATAPULTING TAIL.

AND THEN THEY WERE GONE.

YEP, JUDGING BY THE EVIDENCE, THAT'S PROBABLY HOW IT WAS.

BUT YOU CAN BE SURE THIS PART HAPPENED JUST LIKE I'M TELLING IT. I MEAN, HEY, I WAS THERE.

DAILY BUGLE CITY ROOM

WHY'S THE PLACE SO DARK? I DON'T HEAR ANYONE-- DON'T SEE ANYTHING.

WHAT IN BLUE BLAZES IS GOIN' ON AROUND HERE?

SURPRISE, MR. JAMESON.

CONGRATULATIONS, J.J.

LET'S HEAR IT FOR THE BRIDEGROOM.

ALL OUR BEST WISHES, MR. JAMESON.

CONGRATS, BOSS.

HOPE YOU DON'T MIND, JONAH. THE STAFF WANTED TO WISH YOU LUCK IN THEIR OWN WAY. RIGHT, GANG?

YOU KNOW IT, MAN.

MIND? YOU KIDDIN', ROBBIE?

I LOVE PARTIES-- PROVIDED THEY DON'T LAST TOO LONG.

SURE. HE MAY HAVE TO PAY OVERTIME.

BETTER GET YOUR TUX OUT OF MOTH-BALLS.

THIS'LL BE THE FIRST BASH JAMESON'S THROWN IN YEARS. HOPE HE HASN'T FORGOT-TEN HOW.

HEY, WHEN A GUY'S IN LOVE, HE GOES ALL OUT. EVEN JAMESON.

GLAD YOU GOT BACK IN TIME FOR THE WEDDING, NED. YOU'VE BEEN GONE QUITE A WHILE.

I WONDER WHAT THAT MYSTERIOUS ASSIGNMENT OF NED'S WAS ALL ABOUT?

I WOULDN'T HAVE MISSED THIS FOR THE WORLD.

IT SUDDENLY OCCURRED TO ME. I NEVER GOT AN INVITATION TO JAMESON'S WEDDING. IT LOOKED LIKE I WAS THE ONLY BUGLE REGULAR WHO WASN'T INVITED.

MAYBE IT WAS LOST IN THE MAIL, PETER.

SURE, SON. THAT MUST BE IT.

SURE.

MINUTES LATER, THE BLUSHING BRIDE-GROOM HIMSELF AMBLED OVER...

ANYONE WITH DEADLINES IS WELCOME TO GET BACK TO WORK NOW.

I WON'T BE OFFENDED.

YOU'RE ALL HEART, MR. J.

THEN CAME THE BOMBSHELL...

PETER, MY BOY, I HOPE YOU DON'T THINK I'VE FORGOTTEN ABOUT YOU. IT WOULDN'T BE A WEDDING WITHOUT YOU.

IT WOULDN'T?

I INSIST THAT YOU COME, AND BRING YOUR CAMERA.

YOU-- WANT ME TO WORK?

SHAME ON YOU, WOULD I SUGGEST ANYTHING SO CRASS?

NO, I JUST WANT YOU TO MEET MY PERSONAL PHOTO-GRAPHER. PERHAPS YOU'LL LEARN SOMETHING.

GOOD OL' JJ, THE ONLY MAN IN THE WORLD WHO CAN DEPRESS YOU EVEN WITH GOOD NEWS...

BUT THEN I NOTICED SOMETHING THAT SPELLED BAD NEWS...

WE CAN ALL STAND IMPROVE-MENT, M'BOY. EVEN =HEH HEH!= ME.

COPS, COMING THIS WAY. WHAT'S WRONG?

MR. JAMESON, I'D LIKE TO SPEAK TO YOU FOR A MINUTE.

HEARD ABOUT THE WEDDING, HUH? SURE, I'LL SPRING FOR A FEW INVITATIONS. NOTHING'S TOO GOOD FOR OUR BOYS IN BLUE.

IT'S NOT THAT, SIR. THE SCORPION'S ESCAPED, AND HE'S CAPTURED YOUR SON.

JOHN?!!

SUDDENLY, I KNEW MY LITTLE BREAK WAS OVER. THERE WAS DANGER AHEAD, BIG DANGER--

--ESPECIALLY SINCE THE SCORPION WAS MORE POWERFUL THAN SPIDEY.

IT DIDN'T TAKE ME LONG TO GET BACK IN HARNESS.

I SEARCHED THE CITY FROM ONE END TO THE OTHER.

THERE WAS NO TRACE OF THE SCORPION.

HE'S TAKEN COVER SOMEWHERE. I'LL HAVE TO WAIT HIM OUT.

MEANTIME, I'D BETTER CHECK ON JONAH.

BUT WHEN I REACHED JAMESON'S STREET...

COPS, GUARDING EVERY INCH OF THE PLACE.

WELL, THEY WON'T STOP ME.

I CAN GET PAST THEM.

IT WAS A VERY SCARY THOUGHT.

HOW COULD THEY STOP THE SCORPION?

BECAUSE, IF THEY COULDN'T STOP ME...

IT WASN'T HARD TO IMAGINE WHAT WAS TAKING PLACE IN JONAH'S APARTMENT...

DON'T WORRY, MARLA DEAR. NOTHING CAN HAPPEN-- NOT WITH ALL THESE POLICE AROUND.

BUT THE SCORPION'S A KILLER, HE'S SUPER STRONG-- AND HE HATES YOU SO.

I KNOW, BUT THERE'S NOTHING MORE WE CAN DO.

YOU COULD HIDE WHERE HE CAN'T FIND YOU.

HE'S SAFER HERE, MISS MADISON.

ALL OUR POLICE RESOURCES ARE AT YOUR DISPOSAL. IF YOU RUN AND HE FINDS YOU, YOU HAVEN'T A CHANCE.

A GNAT COULDN'T GET IN HERE UNSEEN.

HALF THE COPS IN THIS PRECINCT HAVE THIS PLACE STAKED OUT.

I CAN'T RUN, MARLA. THERE'S MY SON JOHN TO THINK ABOUT.

MAYBE-- I CAN BARGAIN FOR HIS FREEDOM.

ANYWAY, THIS IS NO PLACE FOR YOU, DARLING. ISN'T THAT RIGHT, CAPTAIN?

YES. IT WOULD BE BETTER FOR YOU TO LEAVE, MISS MADISON. WE'VE A LOT OF PREPARATIONS TO MAKE.

MY MEN WILL SEE YOU SAFELY HOME.

I-- STILL FEEL I SHOULDN'T LEAVE HIM.

THERE'S NOTHING MORE YOU CAN DO, MA'AM.

HE'LL FEEL BETTER KNOWING YOU'RE SAFE.

ARE YOU SURE SHE'LL BE ALL RIGHT?

OF COURSE SHE WILL...

...WE BOTH KNOW IT'S YOU THE SCORPION IS AFTER.

MEANWHILE, NONE OF US KNEW, TILL LATER, THAT THE SCORPION WAS DRAGGING HIS CAPTIVE THRU THE OOZE AND SLIME OF THE CITY'S SEWERS...

STILL THINK I CAN'T GET AWAY WITH IT, MISTER?

THERE'S NOTHING MAC GARGAN CAN'T DO. NOTHING.

ONCE I'M IN MY SCORPION SUIT, I'M THE STRONGEST THERE IS. THE DEADLIEST THERE IS.

NO ONE CAN STOP ME. NOTHING CAN STAND IN MY WAY.

YOU'RE A MADMAN.

LOOK! YOU'RE THE ONE IN THE STRAITJACKET NOW.

I'M THE ONE WHO'S GOT IT ALL FIGURED OUT! I'M THE ONE WITH A PLAN!

A PLAN OF REVENGE.

I OWE SOMEONE A REAL BIG DEBT! AND THE SCORPION ALWAYS PAYS PEOPLE BACK --IN SPADES.

Y'KNOW WHO I MEAN, DON'T-CHA?

YOUR FATHER!

WAIT! YOU CAN'T--!

SAVE YER BREATH, SONNY! YOU'LL NEED IT WHEN I GET BACK!

ONE THING YOU HADDA SAY FOR THE GUY; HE WASN'T A TIME-WASTER.

THIS IS THE BUILDING! ALL I GOTTA DO IS REACH THE RIGHT FLOOR.

THE ELEVATOR'S NOT HERE.

BUT THAT WON'T STOP THE SCORPION.

I'VE WAITED TOO LONG TO LET ANYTHING SLOW ME DOWN NOW.

MEANWHILE, CAPT. DEWOLFF HAD NO MORE IDEA THAN I DID WHERE THE SCORPION WAS...

EVERYTHING'S QUIET AT THE MADISON APARTMENT? GOOD. NO, THERE'S BEEN NO TROUBLE HERE.

MARLA IS ALL RIGHT? THAT'S ALL THAT MATTERS.

TO YOU, MAYBE. WE HAVE SOME OTHER CONCERNS.

BUT, NO SOONER DID THE LADY LAWPERSON HANG UP THE PHONE...

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THIS IS IT. THE FLOOR I WANT.

THE SCORPION! HOW--?

NEVER MIND HOW. GRAB YOUR HARD-WARE. WE GOTTA STOP 'IM.

HALT, OR WE'LL SHOOT.

YOU GOTTA BE KID-DING.

YEP. THAT'S WHEN IT ALL HIT THE FAN --

--AT MARLA MADISON'S APARTMENT!

GUNFIRE! IN THE HALLWAY.

MUST BE THE SCORPION!

JOHNSON! GET THE LASER-BLASTER!

STEP ASIDE, MISS MADISON. THIS'LL STOP HIM.

HOW CAN YOU BE SURE?

GOOD QUESTION, CONSIDERING WHAT WAS HAPPENING OUTSIDE THE DOOR...

I'VE WASTED ENOUGH TIME HERE.

THE SCORPION HAS MORE IMPORTANT THINGS TO DO.

JOHNSON DID, TOO. LIKE AIMING HIS BLASTER WHEN SCORPIE SMASHED DOWN THE DOOR...

IT'S HIM!

HOLD IT RIGHT THERE.

HE NEVER KNEW WHAT HIT HIM.

I GUESS IT'S ONLY FAIR TO TELL YOU WHAT I WAS DOING ALL THIS TIME. I WAS WEB-SWINGING MY WAY ACROSS TOWN AT BREAKNECK SPEED.

KNOWING THAT MOST OF THE POLICE FIRE-POWER WAS GUARDING JOLLY JONAH, I FIGURED MARLA MADISON WOULD BE VULNERABLE.

SO I PLAYED A HUNCH.

AND WADDAYA KNOW, MY HUNCH PAID OFF.

BACK OFF, SCORPIE. THE LADY'S GOT A HEADACHE.

SPIDER-MA--

÷UMMPHH÷

YOU FOOL! YOU SAVED ME THE TROUBLE OF HUNTING YOU DOWN!

YEAH, SCORPIE'S LITTLE HELPER, THAT'S ME.

YOU HAVEN'T GOT A CHANCE AGAINST MY POWER.

HEY, BIG MOUTH, IF I ONLY BATTLED SURE THINGS--

I'D SPEND MY LIFE TANGLING WITH SNOOPY OR THE MUPPETS.

÷URRKK÷

THOUGH THEY *ARE* A LOT MORE LAUGHS.

DON'T LET ONE LUCKY BLOW GO TO YOUR HEAD.

YOU CAN'T DODGE MY BLASTS FOR-EVER.

WHO'S DODGING? YOU'RE SO KLUTZY, THE SAFEST PLACE IS WHERE YOU'RE AIMING.

ZZSP!

NOW YOU DID IT, SCORPIE. YOU HIT THE FUSE BOX AND KIBOSHED THE LIGHTS.

THERE'S NOTHING WORSE THAN A CLUMSY BAD GUY.

I FIGURED I COULD AFFORD TO CROW...

...MY SPIDER-SENSE WOULD GIVE ME AN EDGE IN THE DARK.

BZZAAT

I FIGURED WRONG.

THE SCORPION COULD USE HIS TAIL BLAST TO LIGHT THE PLACE UP WHEN-EVER HE WANTED TO.

SO I HADDA MOVE FAST, BEFORE HIS NEXT SHOT.

THOK!

AND THAT'S JUST WHAT I DID.

BUT IT WASN'T EASY.

ZZZZTT

BWOK!

EACH TIME I HIT HIM, IT HURT MY FIST MORE THAN HIS FACE.

CLOP!

HE WAS JUST TOO MUCH STRONGER THAN ME.

AND DON'T THINK HE DIDN'T KNOW IT.

SOONER OR LATER YOU'LL WEAR YOURSELF OUT.

SOONER OR LATER MY BLAST WILL GET YOU.

YOU'RE NO MATCH FOR THE SCORPION.

HE HAD HIS OWN UNIQUE WAY OF PUNCTUATING HIS COMMENTS.

OKAY, OKAY. YOU MADE YOUR POINT.

THE ONLY TIME I GOT A BREATHER WAS WHEN HIS TAIL STOPPED FOR A FEW SECONDS, AND THE LIGHTS WENT OUT.

THAT'S WHEN MY SPIDEY SENSE GAVE ME THE AD-VANTAGE.

BYOINK!

SOME ADVANTAGE! EVEN WHEN I NAILED 'IM, HE DIDN'T FEEL IT.

BUT I HAD MORE THAN MYSELF TO WORRY ABOUT. MARLA MADISON SEEMED ROOTED TO THE SPOT.

SPIDER-MAN-- LOOK OUT.

LADY, I APPRECIATE THE ADVICE, BUT TAKE OFF WHILE YOU CAN.

THIS IS NO PLACE FOR A CHEERING SECTION.

I SHOULDN'T HAVE CALLED TO HER. IN THAT SPLIT-SECOND MY CONCENTRATION WAVERED...

BOK!

AND THAT WAS ALL THE OPENING THE SCORPION NEEDED.

SPIDER STRENGTH OR NOT, I REALLY FELT THAT ONE.

AND THEN HE CLOSED IN FOR THE KILL.

LOOK, I DON'T WANNA MONOPOLIZE EVERY SCENE. LET ME TELL YOU WHAT WAS HAPPENING ELSEWHERE WHILE YOURS TRULY WAS TAKING HIS LUMPS...

I CAN'T JUST HANG HERE HELPLESSLY.

DAD NEEDS ME-- I KNOW IT!

IF I CAN JUST GET OUT OF THIS JACKET...

THERE MUST BE A WAY. THERE MUST.

WAIT A SECOND!

IF I CAN USE MY FEET-- PUSH MYSELF BACK UP THE WALL--HIGHER, A LITTLE HIGHER...

BUT SON JOHN WASN'T THE ONLY JAMESON DOING SOME HEAVY DUTY THINKING...

I DON'T LIKE IT. THERE'S NO ANSWER AT MARLA'S PLACE.

IMPOSSIBLE. SHE'S THERE WITH MY MEN.

I'LL BEEP THEM. MAYBE THE PHONE'S OUT OF ORDER.

AND MAYBE NOT. WHY ARE WE STANDING HERE?

BUT THEY DIDN'T ANSWER THE BEEPER EITHER.

THERE MUST MUST BE AN EXPLANATION. I'M SURE EVERYTHING IS PERFECTLY ALL RIGHT.

YEAH, I'LL BET YOU BELIEVE IN TOOTH FAIRIES, TOO.

SEND A TEAM OF PATROL CARS TO CHECK. QUICK.

THIS IS CRAZY. MARLA COULD BE IN DANGER, AND I'M HANGING AROUND HERE LIKE SOME KIND OF GUTLESS WIMP.

OR MAYBE IT'S NOT SO CRAZY.

MAYBE I AM A GUTLESS WIMP.

THE POLICE HAVE THEIR JOB TO DO, AND THEY'RE DOING IT THE BEST THEY CAN.

BUT I'VE SOMETHING TO DO, TOO.

AND IT'S HIGH TIME I DID IT.

ONE THING ABOUT OL' JJ--WHEN HE MAKES UP HIS MIND TO DO SOMETHING...

COPS IN THE HALL. CAN'T LET 'EM STOP ME.

INSIDE, QUICK! IT'S THE SCORPION! HE'S ATTACKING! HURRY!

THIS IS IT. LET'S GO.

I DON'T SEE 'IM.

MUST BE IN THE OTHER ROOM. EVERYTHING'S TOO QUIET. CAREFUL-- COULD BE AN AMBUSH.

JONAH WASN'T ABOUT TO LET GO OF A GOOD THING. ONCE OUTSIDE, HE DID IT AGAIN...

THE SCORPION! HE'S UPSTAIRS! CAME IN THRU THE WINDOW!

HOW? WE'VE GOT MEN ON THE ROOF.

HE GOT PAST THEM. HURRY, THEY NEED YOU. EVERY SECOND COUNTS.

WHAT'RE WE WAITING FOR? LET'S MOVE IN.

AGNELLI, YOU STAY AND LOOK AFTER MR. JAMESON.

RIGHT, BERNIE. DON'T WORRY, I WON'T LET 'IM OUT OF MY SIGHT.

TAXI

JUST STAY COOL, MR. J, YOU'LL BE AL--

MR. J? WHERE ARE YOU? WHAT HAPPENED?

HOLY COW! THE GUY MUST BE A GHOST!

RIGHT ABOUT THEN, I'D HAVE WISHED SCORPY WAS A GHOST--

MAYBE HIS TAIL WOULDN'T HAVE STUNG SO BAD.

DUNNO WHAT'S KEEPIN' YOU GOING, WALL-CRAWLER--

--BUT IT AIN'T GONNA KEEP YOU MUCH LONGER.

NO!

IT FINALLY DAWNED ON MARLA THAT HER APARTMENT WASN'T THE HEALTHIEST PLACE TO BE.

I'VE GOT TO REACH THE DOOR.

BUT SHE BUMPED INTO A TABLE IN THE DARK...

KTHAK!

HEARING THE NOISE, THE SCORPION THOUGHT IT WAS ME...

CRASH

TRYIN' TO MAKE A GETAWAY, HUH?

...AND HE ACTED ACCORDINGLY.

I'M NOT DONE WITH YOU YET.

MY ARM!

SHE WAS LUCKY. HE JUST GRAZED HER.

BUT THE NEXT TIME COULD BE THE LAST.

IT DIDN'T TAKE A GENIUS TO KNOW WHAT MY NEXT STEP HAD TO BE...

I'VE GOT TO GET HER OUT OF HERE-- SOMEHOW.

BUT THE CREEP WITH THE TAIL HAS OTHER IDEAS.

A SPLIT-SECOND LATER, IN THE DARK AGAIN, I HAD MY CHANCE.

JUST TIME TO GRAB HER AND SKEEDADDLE.

SPIDEY-SPEED, DON'T FAIL ME NOW!

NATURALLY, HE SPOTTED US AS WE DUCKED OUT THE WINDOW.

COME BACK, YA CHICKEN-LIVERED YELLABELLY.

HEY, IT'S HARD TO RESIST SUCH A WARM INVITATION.

BUT I'LL FORCE MYSELF.

THERE'S NO PLACE YA CAN GO WHERE I CAN'T FOLLOW.

BOY, YOU SURE TAKE TAKE THE FUN OUTTA WEB-SWINGING.

IF ONLY I FELT AS COOL AS I TRIED TO SOUND.

FOR THOSE OF YOU WHO GET DIZZY WHEN YOU'RE UP TOO HIGH, HERE'S WHAT WAS HAPPENING DOWN BELOW...

I DID IT! I EDGED MYSELF OFF THE HOOK.

BUT I'M STILL HELPLESS WITH THIS STRAIT-JACKET ON.

GOT TO GET IT OFF-- SOMEHOW.

OVER THERE-- THAT JAGGED CONCRETE, THAT'S THE ANSWER.

YOU HAD TO HAND IT TO THE GUY...

HE SCRAPED OFF PAINFUL SLIVERS OF SKIN ALONG WITH THE JACKET...

MUST KEEP RUBBING-- NO MATTER --HOW IT HURTS.

BUT HE DIDN'T LET IT STOP HIM.

FINALLY, HE DID IT. AND THEN...

THOSE SMASHED DOORS. THE SCORPION MUST HAVE CRAWLED UP THE SHAFT.

I'LL HAVE TO USE THE STAIRS.

I JUST PRAY-- IT'S NOT TOO LATE.

I WASN'T EXACTLY SURE WHERE JOHN JAMESON WENT AFTER THAT.

BUT I HAD MY OWN PROBLEMS.

YOU WON'T ESCAPE ME.

HEY, NO HARM TRYING.

THIS'LL STOP YA.

AND THEN, TERROR STRUCK.

NO, THE TERROR WASN'T MY FEAR OF BEING HIT. IT WAS FAR WORSE...

IF I DODGE IT, IT'LL FALL TO THE CROWDED STREET BELOW.

PEOPLE WILL DIE!

BUT I CAN'T LET IT HIT US.

I HAD ONLY A MICRO-SECOND IN WHICH TO ACT.

TO THIS DAY, I DON'T KNOW IF I THOUGHT QUICKLY OR JUST MOVED BY REFLEX ACTION...

BUT I MANAGED TO KICK THE SLAB INTO LITTLE PIECES...

...WHICH FELL HARMLESSLY TO THE STREET BELOW.

LOOK!

AND WOULDN'T YOU KNOW WHO'D BE DOWN THERE IN A TAXI...

IT'S THE WEB-SLINGER --CARRYING MARLA!

THE SCORPION MUST BE AFTER THEM! STEP ON IT! DON'T LET 'EM GET AWAY!

ME GIT MIXED-UP WITH TWO BATTLIN' SUPER-GOONS? NO WAY, MAC.

I'LL GIVE YOU A HUNDRED BUCKS, CASH!

FASTEN YER SEAT-BELT!

WHEN I HEARD ABOUT IT LATER, I COULDN'T BELIEVE IT. JJ SHELLING OUT HARD CASH JUST 'CAUSE THE LADY HE LOVED WAS IN DANGER!

NEXT THING YOU KNOW, HE'D START TIPPING CABBIES AND WAITERS.

MARLA! SHE'S WAKING UP!

AT LEAST I WON'T HAVE TO FIGHT THE SCORPION WITH MY ARMS FULL.

SPIDER-MAN! WHAT HAPPENED? HOW DID WE--?

NO TIME FOR AN INSTANT REPLAY, LADY.

JUST GET DOWN THESE STAIRS, FAST-- DON'T STOP FOR ANY-THING.

SURE, I COULD HAVE SPLIT, TOO. BUT I WAS THROUGH RUNNING.

HAH! I CAUGHT YA.

YOU'VE GOT THAT BACK-WARDS, TURKEY.

THIS TIME I'M NOT WORRIED ABOUT ANYONE ELSE GETTING HURT!

IT'S JUST THE TWO OF US-- AND THAT'S ONE TOO MANY FOR ME!

ZAKK!

SO HERE'S WHERE I WHITTLE DOWN THE NUMBERS.

BUT IF I EX-PECTED A FAIR FIGHT FROM SCORPY, I NEEDED A LOBOTOMY.

I CAN ALWAYS BEAT YOU, Y'KNOW WHY?

A SECOND LATER, HE SHOWED ME...

YOU CAN'T STAND BY AND SEE INNOCENT PEOPLE GET HURT.

ME, I COULDN'T CARE LESS.

HE WAS RIGHT. HE KNEW I'D BREAK OFF THE FIGHT TO SAVE THE PEOPLE BELOW AGAIN.

THE STREET'S AS CROWDED AS EVER, ONLY ONE WAY TO STOP THAT COR-NICE FROM FALL-ING...

THWIPP!

CAN'T WORRY ABOUT THE SCORPION NOW--AND HE KNOWS IT.

I'LL GET HER ON THE STREET BELOW, AND NO WAY YOU CAN HELP 'ER.

YOU CAN'T LET GO TILL YOU SHORE THAT UP.

SO THERE I WAS, STRAINING MY HEROIC LITTLE HEART OUT, WHILE THAT TAIL-WAVING TROGLODYTE GLOATED.

I COULD ONLY WATCH AS HE LEAPED DOWN TOWARDS MARLA...

I SAW WHAT WAS HAPPENING, BUT THERE WAS NOTHING I COULD DO.

FINALLY, JUST AS I WEBBED THE WALL BACK IN PLACE, JAMESON'S TAXI REACHED THE SCENE...

MARLA! IT'S ME, JONAH! I'M HERE! I'LL SAVE YOU!

BUT THE LADY NEEDED A LOT OF SAVING.

IT'S OVER. THERE'S NO PLACE YOU CAN RUN.

WHAT-- ARE YOU GOING TO DO?

NOTHING! HE'LL DO NOTHING. I'M HERE NOW. IT'S ME HE WANTS, NOT YOU.

JAMESON!

LET HER GO. SHE'S DONE NOTHING, YOU MUSTN'T HURT HER-- YOU CAN'T!

I CAN DO ANYTHING. I'M THE SCORPION. BUT YOU --YOU'RE THE ONE WHO TURNED ME INTO A FREAK.

YOU'RE THE ONE WHO'S GONNA PAY FIRST.

PAY? I'VE BEEN PAYING FOR YEARS. WHO DO YOU THINK PAID FOR YOUR DOCTORS, FOR THE SANITARIUM?

I'VE EVEN SET UP A FUND TO REPAY YOUR VICTIMS.

SO, IT WAS YOU!

I KNOW I WAS RESPONSIBLE YEARS AGO. THAT'S WHY I'LL PAY YOU WHATEVER IT TAKES --

YOU FOOL! DO YOU THINK MONEY ALONE CAN GET YOU OFF THE HOOK?

YOU MADE ME A FREAK! WHAT'S THE PRICE FOR THAT, JAMESON?!!

MONEY MEANS NOTHING. WITH MY STRENGTH, MY POWER, I CAN TAKE WHAT I NEED. THE ONLY PAYMENT I WANT FROM YOU IS --

YOUR LIFE!

DAD!

AND THE LIFE OF ANYONE YOU CARE ABOUT-- STARTING WITH HER.

RUN, JONAH! LEAVE ME, DARLING! YOU CAN STILL GET AWAY!

NO, MARLA-- IT'S ME HE WANTS. HE'LL LET YOU GO NOW THAT HE HAS ME--ISN'T THAT RIGHT, GARGAN?

NO! I WON'T LEAVE YOU, JONAH!

MARLA--!

THEY'D EACH GIVE THEIR LIFE-- FOR THE OTHER.

I-- NEVER REALIZED--

--THEIR LOVE IS SO STRONG.

THEY MUSTN'T DIE! THEY CAN'T! I WON'T LET THEM!

WELL, IF IT AIN'T THE PRODIGAL SON!

JOHN!

PERFECT! I GOT YA ALL. IT'S JUST WHAT I WANTED.

I'LL BE A NICE GUY, JAMESON. I'LL GIVE YA A CHOICE.

ONE OF THEM CAN LIVE! THE OTHER'S GOT TO DIE!

IT'S UP TO YOU! WHO LIVES? WHO DIES?

THE LADY?

OR YER CREEPY SON?

I AIN'T GOT ALL DAY.

WHICH--

ONE--

DIES?

ME! TAKE ME. I'M THE ONE YOU WANT.

MARLA AND MY SON HAVE DONE NOTHING TO YOU-- NOTHING.

LET THEM GO--DON'T HURT THEM. JUST TAKE ME.

THANKS, JAMESON. I NEEDED THAT. I BEEN WAITIN' YEARS FOR THIS MINUTE.

BUT YER DUMBER THAN YA LOOK IF YOU THINK I'D LET ANYONE WALK OUTTA HERE ALIVE.

MAYBE I'LL SAVE YOU FER LAST.

NO!

GO ON, BEG. IT'S MUSIC T'MY EARS.

I'M THE SCORPION! I GOT THE POWER OF LIFE AN' DEATH.

AND THIS IS WHERE I'M GONNA USE IT!

IF THERE'S ONE THING I HATE, IT'S A HAMMY BAD GUY!

THWIPP!

THE ONLY REVENGE YOU'LL GET IS TALKING YOUR VICTIMS TO DEATH!

MY EYES! CAN'T SEE!

THAT'S THE IDEA, DUMMY.

QUICK! NOW'S OUR CHANCE.

SURPRISED, SCORPY? HEY, YOU DIDN'T THINK IT WOULD TAKE ME FOREVER TO SHORE UP ONE LITTLE HUNK OF WALL, DIDJA?

THAT'S IT. KEEP MOVING. DON'T STOP FOR ANYTHING.

WHY COULDN'T YOU HAVE TAKEN 'EM TO THE MIDDLE OF TIMES SQUARE INSTEAD OF A LONELY ALLEY?

US FRIENDLY NEIGHBOR-HOOD SPIDER-MEN LOVE AN AUDIENCE WHEN WE COME ON LIKE GANG-BUSTERS.

ACTUALLY, I'M NOT OLD ENOUGH TO REMEMBER THE GANGBUSTERS RADIO SHOW, BUT UNCLE BEN USED TO TALK ABOUT IT. JUST THOUGHT YOU'D LIKE TO KNOW.

THIS WAS ONE FIGHT I'LL NEVER FORGET. JUST BETWEEN US, I ENJOYED EVERY MINUTE OF IT.

IT'S JUST YOU 'N ME NOW, SCORPY. ISN'T THAT COZY?

IT AIN'T FAIR. I CAN'T SEE THRU YER CRUMMY WEBBING.

CRUMMY? HEY, MAN, DO YOU KNOW WHAT THAT STUFF COSTS THESE DAYS?

--EVEN WITH MY PROFESSIONAL DISCOUNT.

AND *YOU'RE* TALKING ABOUT FAIR?!!

I KNEW THAT THE MORE I GOADED HIM, THE MORE HE'D LOSE CONTROL!

ONE THING YOU NEVER WANNA DO IS FIGHT A CALM, CLEAR-THINKING SCORPION.

HOLD STILL, PLAY-MATE. I'LL HELP YOU GET THE WEBBING OFF.

A FEW SOLID WHUMPS TO YOUR JAW OUGHTTA LOOSEN IT.

DON'T BOTHER, FUNNY MAN. I DID IT.

IT WAS ONLY STUCK ONTO MY MASK.

WOW! NOW I REMEM-BER WHY YOU WORE A MASK.

WHERE DO YOU BUY YOUR UGLY-PILLS?

KEEP TALKIN'. YOU WON'T BE ABLE TO MUCH LONGER.

UH, UH! GOTTA BE FASTER'N THAT TO SWAT A SPIDER.

HEY, THIS IS A GREAT BEAT! WE COULD BE ON M/TV!

ZOK!

ZOK!

ZOK!

ZOK!

IT DON'T MAKE SENSE. I'M BIGGER THAN YOU, STRONGER THAN YOU. HOW D'YA KEEP GOIN'?

YOU LEFT OUT THE MOST IMPORTANT THING--YOU'RE SLOWER THAN ME.

MENTALLY, TOO, KNOT-HEAD!

ANYWAY, SO WHAT IF YOU'RE STRONGER? I'M NOT EXACTLY A 98-POUND WEAK-LING.

I KNEW I COULDN'T KEEP DODGING HIM FOREVER, SO I PUT EVERYTHING I HAD INTO THAT ONE WHUMP, FIGURING IT WOULD FINISH HIM.

DIDJA EVER HAVE A DAY WHEN NOTHING WENT RIGHT?

ARRGHHH

THAT SINKS IT! THERE'S ONLY ONE WAY TO BEAT HIM.

THIS WAS THE ANSWER. KEEP HIM ON THE OFFENSIVE. LET HIM USE HIS OWN STRENGTH TO WEAR HIMSELF OUT.

AND PRAY HE DIDN'T CONNECT BEFORE IT WAS OVER.

MY HEAD! WH-WHAT HAPPENED? STAY BACK. I-I'LL GET YA YET.

HE'S WEAKENING. EVEN HIS TAIL IS SLOWER THAN BEFORE.

I HAVE TO MAKE MY PLAY NOW, BEFORE HE CAN GET HIS SECOND WIND.

I WUZ DUMB. I LET YA RUN RINGS AROUND ME--YA WORE ME OUT. BUT NOT ANYMORE.

NOW I'LL MAKE YA COME TO ME. AND WHEN YOU DO, I'LL--

YOU'RE DOIN' IT AGAIN, SCORPY--MAKIN' SPEECHES.

YOU SURE YOU'RE NOT A DEFROCKED POLITICIAN?

I NEVER LET HIM KNOW IT, BUT I WAS ALMOST AS TIRED AS HE WAS. I KNEW THIS WOULD BE MY LAST CHANCE. IT HAD TO BE GOOD.

WOK!

IT WAS.

SINCE WE HAD SHARED SO MANY INTIMATE MOMENTS TOGETHER. I FIGURED THE LEAST I COULD DO WAS LEAVE MY CALLING CARD.

I HATE TO FIGHT AND RUN, SKINHEAD, BUT YOU'VE TURNED INTO A REAL PARTY POOPER.

Courtesy Of your Friendly Neighborhood Spider-Man

A FEW SECONDS LATER, THE LAW ARRIVED AND CARTED SCORPY AWAY. THEY DIDN'T SEE ME HIDING 'WAY UP ON THE CEILING. IT'S JUST AS WELL.

I'D PROBABLY HAVE BEEN STUCK WITH A BILL FOR THE BUSTED FURNITURE.

IT'S OVER, MARLA. WE'RE SAFE NOW.

JONAH, IF ANY-THING HAD HAPPENED TO YOU...

CONGRATULA-TIONS, MR. J. YOU'VE GOT ONE SPUNKY LADY.

CAPTAIN, WHAT ABOUT SPIDER-MAN?

WHAT ABOUT HIM? HE STOPPED A BANK ROBBERY, SAVED A FEW LIVES, AND DELIVERED THE SCORPION TO US.

AND HE'S NOT EVEN ON THE PAYROLL.

NOW THAT'S MY KIND'A CAPTAIN.

WHEN JONAH'S WEDDING DAY ROLLED AROUND, I WEB-SWUNG OVER TO RIB HIM A LITTLE. BUT, WHEN I REACHED HIS WINDOW, I GOT THE FEELING THIS WASN'T THE RIGHT TIME.

YOU SENT FOR ME, DAD?

YES, JOHN. I WANTED TO HAVE A TALK WITH YOU BEFORE THE CEREMONY.

SURE. WHATEVER YOU SAY.

NO, SON. IT'S WHATEVER ***YOU*** SAY. THINGS HAVEN'T ALWAYS BEEN PERFECT BETWEEN US. I-- WANT TO CHANGE THAT.

HEY, THERE'S NOTHING TO CHANGE.

Y'KNOW, YOU NEVER COULD TIE A BOWTIE.

ABOUT MY MARRIAGE TO MARLA-- I LOVE HER, JOHN.

I KNOW THAT NOW. AND I KNOW YOU'LL BOTH BE GOOD FOR EACH OTHER.

IT ISN'T AS THOUGH YOU MEAN ANY LESS TO ME, SON. YOU KNOW HOW I FEEL ABOUT YOU.

I DO NOW. I SHOULD HAVE KNOWN ALL THE TIME.

YOU-- HAD PROBLEMS BEFORE.

BUT YOU'RE ON THE ROAD TO RECOVERY NOW. AND I JUST WANTED TO TELL YOU THAT I HOPE-- I WISH --THAT ONE DAY YOU'LL FIND SOMEONE LIKE MARLA--

SOMEONE WHO'LL MAKE YOU HAPPY-- AS HAPPY AS SHE MAKES ME.

I LOVE YOU, SON. DON'T EVER DOUBT IT. DON'T EVER FORGET IT.

I LOVE YOU, TOO, DAD. MAYBE I NEVER REALIZED HOW MUCH --UNTIL NOW.

AND THERE'S SOMETHING ELSE I'VE GOT TO TELL YOU...

I'M PROUD OF YOU, DAD. TO ME YOU'RE THE BEST-- AND YOU ALWAYS WILL BE.

JOHN, MY SON...

JONAH, IT'S TIME. EVERYONE'S WAITING FOR THE GROOM.

I'M COMING, ROBBIE.

AND SO IS-- MY BEST MAN.

WELL, THERE'S REALLY NOT MUCH MORE TO SAY. IT MUST BE TRUE LOVE, 'CAUSE I NEVER THOUGHT OL' JJ WOULD FOOT THE BILL FOR SO MANY GUESTS. MARLA LOOKED TERRIFIC, AND JONAH DIDN'T LOOK ANY WORSE THAN USUAL. EVERYONE WHO WAS ANYONE WAS THERE, INCLUDING YOURS TRULY.

OH, ONE LAST THING. I REALLY SHOULDN'T TELL YOU THIS, BUT WHEN THE CEREMONY FINALLY STARTED, NOBODY HAD MORE TEARS TRICKLING DOWN HIS CHEEKS THAN YOUR OWN FRIENDLY NEIGHBORHOOD SPIDER-MAN.

DEARLY BELOVED, WE ARE GATHERED HERE...

SEE? IF GROUCHY OLD MEN CAN FIND LOVE, THERE'S HOPE FOR US ALL!

FIN

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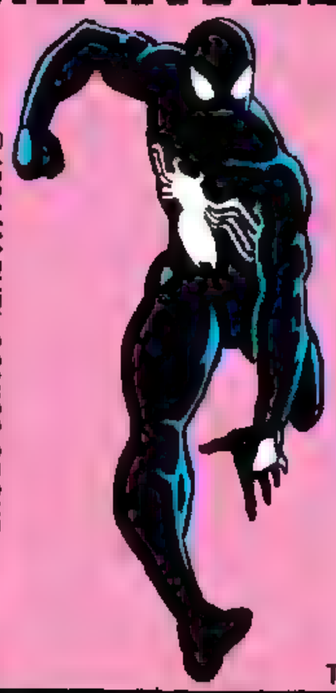

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the AMAZING SPIDER-MAN®

F/R

SPIDER-MAN

"THE CHALLENGE OF HOBGOBLIN!"

ARE YOU ALL RIGHT, MAY?

MAY--?

STAN LEE IS PROUD TO PRESENT

TOM DEFALCO--WRITER

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JIM SHOOTER--EDITOR-IN-CHIEF

I KNOW IT'S NONE OF MY BUSINESS, DEAR LADY, BUT IT'S OBVIOUS THAT SOMETHING'S TROUBLING YOU! YOU'VE SPENT MOST OF THIS PAST WEEK ALONE IN YOUR ROOM, AND THAT'S NOT LIKE YOU.

PERHAPS A FRIENDLY FACE AND A SPOT OF TEA WILL HELP YOUR SPIRITS.

THAT'S VERY THOUGHTFUL OF YOU, ARTHUR.

NOT AT ALL! IT NEVER HURTS TO BE NICE TO ONE'S LANDLADY.

BESIDES, I HAVE AN ULTERIOR MOTIVE. I WANT TO KNOW WHAT'S WRONG.

HAVE YOU BEEN THINKING ABOUT *PETER*, AGAIN? WHY DON'T YOU PHONE THE BOY?

MY NEPHEW AND I HAVE NOTHING TO DISCUSS.

YOU'RE STILL ANGRY BECAUSE HE DROPPED OUT OF COLLEGE, AREN'T YOU?

THIS DOESN'T CONCERN YOU, ARTHUR CHEKOV!

YOU DON'T UNDERSTAND, NO ONE DOES...

EVER SINCE HE WAS A CHILD PETER DREAMED OF A CAREER IN SCIENCE. HE OWED IT TO HIMSELF TO ACCOMPLISH THAT DREAM!

IT WAS HIS RESPONSIBILITY!

BUT HE QUIT! DROPPED OUT! TURNED HIS BACK ON HIS OWN FUTURE!

AREN'T YOU BEING A LITTLE HARSH, MAY? DON'T YOU OWE IT TO HIM TO HEAR HIS SIDE OF THE STORY?

AFTER ALL, THINGS AREN'T ALWAYS WHAT THEY APPEAR.

I KNOW YOU FEEL HURT! BETRAYED--!

BUT, YOU SHOULD KNOW YOUR NEPHEW BETTER THAN THAT! THE BOY LOVES YOU! HE WOULDN'T HURT YOU FOR THE WORLD!

IN FACT, PETER'S SUCH A GENTLE BOY, I SERIOUSLY DOUBT...

"...THAT HE WOULD EVER INTENTIONALLY HURT ANYONE!"

FWAMM!

THAT WAS TO SHOW YOU GUYS THAT I MEAN BUSINESS!

THE REST OF YOU COULD SAVE A FORTUNE IN DENTAL CARE BY SURRENDERING NOW!

GET 'IM!

RIP THAT WALL-CRAWLIN' CREEP APART!

OH! SO THAT'S THE WAY YOU WANT IT, HUH?

ALL RIGHT, BUT DON'T GO BLAMING ME WHEN YOUR GROUP INSURANCE RATES GO UP!

FWAK!

BWOP!

KWAM!

÷UFF÷ I MISSED HIM AGAIN!

DON'T TAKE IT SO HARD, BUCKO! AFTER ALL, IT ISN'T EASY TO HIT A MAN WITH THE PROPORTIONATE SPEED AND AGILITY OF A SPIDER!

BUT THEN, AS THE SPECTACULAR WEB-SPINNER SOMERSAULTS FORWARD...

THAT WAS A REAL NICE MOVE, WEBS!

A SHAME IT PUT YOU RIGHT IN MY SIGHTS!

EVEN AS THE GUNMAN'S FINGER TIGHTENS ON HIS TRIGGER, SPIDER MAN REGAINS HIS FOOTING...

...AND THEN, TAPS TWICE ON A WAFER-THIN BUTTON HIDDEN BENEATH THE PALM OF HIS GLOVE...

BUT...

PLOOTZZZ!

?!?

OH, NO! OF ALL THE TIMES FOR MY WEB-SHOOTERS TO GUNK UP!

BLAM!

I DON'T BELIEVE IT--!

I HAD HIM DEAD-TO-RIGHTS, AND HE STILL MANAGED TO LEAP TO SAFETY!

THIS IS REAL EMBARRASSING! I CAN FEEL THE WEBBING HARDENING AROUND MY HAND, AND THERE ISN'T A DARNED THING I CAN DO ABOUT IT!

PWAK!

THUMP!

I ALREADY KNOW FROM PAST EXPERIENCE THAT I'D BE WASTING MY TIME IF I TRIED TO RIP THROUGH IT! IT'S TOO STRONG FOR EVEN MY SPIDER-STRENGTH!

FWOOSH!

I GUESS I'LL JUST HAVE TO WAIT AN HOUR UNTIL IT DISSOLVES BY ITSELF!

I HOPE IT DOESN'T UPSET MY TIMING AND THROW OFF MY BALANCE...

BWUNK!

...IN THE MEANTIME!

MOMENTS LATER...

HHM! LOOKS LIKE THE SMALL FRY ARE ALL PRESENT AND ACCOUNTED FOR, BUT WHERE'S THE HEAD HONCHO? HE'S THE ONE I REALLY WANTED TO SEE...

THWIP!

AH-HA!

HEL-*LO* DERE, MR. SANTELLIO! HOW'S MY FAVORITE NEIGHBORHOOD BOOKIE DOING TODAY?

FIX ANY RACES LATELY? WHAT'S THE POINT SPREAD ON SUNDAY'S JETS/STEELERS GAME?

PLEASE DON'T HIT ME! I'M NOT A WELL MAN!

IF THAT'S TRUE, IT'S TIME YOU STARTED THINKING ABOUT RETIREMENT!

AFTER ALL, THE ATTORNEY GENERAL HAS ALREADY DETERMINED THAT RUNNING AN ILLEGAL BETTING PARLOR CAN BE DANGEROUS TO YOUR HEALTH!

BUT YOU DON'T HAVE TO WORRY ABOUT THAT NOW! I'M NOT HERE TO HURT YOU!

POSSESSING THE UNCANNY ABILITY TO STICK TO ANY SURFACE, SPIDER-MAN PRESSES HIS FINGERTIPS AGAINST SANTELLIO'S BACK...

AND...

=URKK!=

CAN WE TALK NOW?

THE WORD IS ALL OVER THE STREET THAT THE *HOBGOBLIN* PAID YOU A LITTLE VISIT LAST WEEK!*

WHY?

*LAST ISSUE TO YOU--DANNY.

HE... HE'S TRYING TO MUSCLE IN ON MY ACTION! WANTS 10% OF MY WEEKLY TAKE!

I REALLY CAN'T AFFORD TO PAY HIM, BUT WHAT CHOICE HAVE I GOT? HE'LL KILL ME IF I DON'T!

DOES THE HOBGOBLIN COLLECT THE MONEY HIMSELF?

NO, HE HAS SOME PEOPLE WHO DO IT FOR HIM. I'VE SEEN THEM AROUND BEFORE. THEY WORK FOR *THE ROSE!*

THE ROSE? WHAT'S HIS CONNECTION WITH HOBGOBLIN?

A FEW MOMENTS LATER...

TA-*TA*, SANTELLIO! THANKS FOR THE INFO!

HEY! YOU CAN'T LEAVE ME ALL WEBBED UP LIKE THIS!

CAN'T I? JUST WATCH ME...

MAYBE SANTELLIO *SHOULD* RETIRE! HE CERTAINLY DOESN'T SEEM TO HAVE THE RIGHT DISPOSITION FOR A LIFE OF CRIME!

UH-OH! SOMETHING TELLS ME I'D BETTER KEEP MY MIND ON THE BUSINESS AT HAND!

WEB-SWINGING IS REAL AWKWARD WHEN YOU CAN ONLY USE ONE HAND!

I GUESS IT'S MY FAULT THAT WEB-SHOOTER BACKFIRED ON ME!

THESE THINGS NEED A LOT OF MAINTENANCE TO PREVENT THEM FROM CLOGGING UP, AND I JUST HAVEN'T BEEN PUTTING THE TIME IN ON THEM LATELY!

WHY SHOULD I? FOR THE PAST FEW MONTHS, I'D BEEN WEARING THAT NEW BLACK COSTUME WHICH I PICKED UP ON THE BEYONDER'S PLANET!*

IT CAME EQUIPPED WITH ITS OWN BUILT-IN PAIR OF WEB-SHOOTERS, SO I LET MY OLD ONES FALL INTO DISREPAIR...

*SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES--DANNY.

BUT THAT WAS BEFORE I LEARNED THAT THE COSTUME WAS REALLY A LIVING CREATURE WHICH WAS DETERMINED TO PERMANENTLY GRAFT ITSELF TO MY BODY!

I WOULD HAVE BEEN TRAPPED WITHIN IT FOREVER, IF IT HADN'T BEEN FOR REED RICHARDS!*

THANKFULLY, IT'S SAFELY LOCKED AWAY IN FANTASTIC FOUR HEADQUARTERS WHERE IT CAN NEVER BOTHER ME AGAIN!

*SEE ISSUE #258--DANNY.

I DON'T KNOW WHY I'M EVEN THINKING ABOUT IT, WHEN I HAVE SO MANY MORE IMMEDIATE PROBLEMS TO WORRY ABOUT...

MY RELATIONSHIP WITH THE BLACK CAT HAS BEEN ON THE ROCKS EVER SINCE I LEARNED THAT SHE'S BEEN KEEPING SOME VERY IMPORTANT SECRETS FROM ME*...

...I HAVEN'T FOUND A WAY TO MAKE PEACE WITH AUNT MAY...

THWIPP!

...AND I'M STILL ADJUSTING TO THE FACT THAT MARY JANE WATSON KNOWS MY SECRET IDENTITY!

*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN--DANNY.

GOSH, MY LIFE SURE HAS BEEN COMPLICATED LATELY!

AND I'VE GOT A HUNCH THINGS ARE ABOUT TO GET WORSE! MUCH WORSE!

ESPECIALLY IF A MAJOR CRIMELORD LIKE THE ROSE HAS REALLY JOINED FORCES WITH THE HOBGOBLIN!

EVEN ALONE, HOBGOBLIN IS ONE OF MY MOST DANGEROUS ENEMIES!

HE'S TOTALLY RUTHLESS!

THE GUY POSSESSES SUPER STRENGTH WHICH IS ON A PAR WITH MY OWN, AND HE USES THE DEADLY WEAPONRY OF THE ORIGINAL GREEN GOBLIN, NORMAN OSBORN...

...WHO WAS THE FATHER OF MY BEST FRIEND, HARRY!

THE HOBGOBLIN WAS USING OSBORN'S OLD JOURNALS TO UNLOCK THE SECRETS OF THE GREEN GOBLIN'S POWERS AND WEAPONRY!

THOSE JOURNALS WERE DESTROYED THE LAST TIME WE FOUGHT, BUT THE HOBGOBLIN MANAGED TO GET AWAY!

IF HE HURTS ANYONE, IT'S MY FAULT... MY RESPONSIBILITY!

?

?

?

I'VE GOT TO FIND HIM! GOT TO STOP HIM, BUT HOW--?!

HOW--?!

I DON'T EVEN KNOW WHERE TO BEGIN LOOKING FOR HIM!

ELSEWHERE, AT THAT VERY MOMENT...

SNIP!

ALL THE ARRANGEMENTS HAVE BEEN MADE, MY FRIEND.

EVERYTHING WILL PROCEED ACCORDING TO YOUR PLAN.

EXCELLENT, ROSE!

I KNOW THAT THE MISSION YOU'RE ABOUT TO EMBARK ON IS VERY IMPORTANT TO YOU, HOBGOBLIN!

I WISH YOU LUCK.

BAH! ONLY FOOLS AND CHILDREN BELIEVE IN LUCK!

F I F

I AM THE HOBGOBLIN! I HAVE SKILL! POWER--!

LET LESSER MEN PRAY FOR LUCK!

HEY, BOSS! HOW MUCH LONGER ARE WE GONNA PUT UP WITH THAT JERK?

BE PATIENT, MR. JOHNSTON.

THE HOBGOBLIN MAY BE A BIT OUTLANDISH...IN COSTUME AS WELL AS MANNER...BUT HE IS A MOST IMPORTANT ALLY.

"WITH HIS AID, I SHALL SLOWLY SEIZE CONTROL OF ALL THE MAJOR GAMBLING INTERESTS IN THIS CITY...

"OUR GANG WILL GROW IN POWER AND INFLUENCE, UNTIL I AM A FIT RIVAL FOR THE KINGPIN OF CRIME HIMSELF!

"ONLY THEN, WILL THE HOB-GOBLIN HAVE SERVED HIS PURPOSE. AND, ON THAT DAY...

"...HE SHALL DIE!"

JUST THEN, IN MIDTOWN MANHATTAN...

HAVE TO HURRY! I WAS SUPPOSED TO MEET LIZ AND HARRY OVER FIVE MINUTES AGO!

I ENVY THOSE TWO! THEY'RE SO HAPPY TOGETHER!

MARRIED LIFE CERTAINLY SEEMS TO AGREE WITH THEM, AND THEY'RE BOTH EXCITED ABOUT BECOMING PARENTS!

I JUST HOPE NOTHING CROPS UP TO SPOIL THEIR HAPPINESS!

WELL, WELL, LOOK WHO FINALLY DECIDED TO SHOW UP!

HI, LIZ! HARRY! I HOPE YOU HAVEN'T BEEN WAITING LONG!

THE GARDEN RESTAURANT

NOT AT ALL, MARY JANE! WE'VE BEEN WINDOW-SHOPPING!

I'M AFRAID LIZ'S LITTLE LUNCHEON IS GOING TO END UP COSTING ME A LOT MORE THAN I BARGAINED FOR!

I'M SURE YOU CAN AFFORD IT, HARRY!

MY, MY, YOU'RE SHOWING A LOT MORE THAN THE LAST TIME I SAW YOU!

>GIGGLE< I SHOULD HOPE SO--! THE BABY'S DUE ANY DAY NOW!

ENJOY YOUR LUNCH, LADIES! I'LL MEET UP WITH YOU AFTER I'VE SEEN TO SOME WORK IN THE OFFICE.

THAT'S HER--!

SHE'S THE ONE WE WANT!

I'M SORRY HARRY COULDN'T JOIN US TODAY!

SO AM I! HE COULD USE A BREAK! HE'S BEEN WORKING SO HARD LATELY...

THEY'RE ENTERING THE RESTAURANT! WHEN DO WE MAKE OUR MOVE?

SOON...

THE GARDEN RESTAURANT

MEANWHILE, NOT FAR AWAY, STANDS ONE OF NEW YORK CITY'S MOST FAMOUS LANDMARKS--

--THE **BAXTER BUILDING**, HEADQUARTERS OF THE **FANTASTIC FOUR!**

INSIDE ONE OF THE MANY LABORATORIES THAT FILL THIS MADISON AVENUE COMPLEX...

...THE ALIEN **ENTITY**, WHICH HAD BEEN SPIDER-MAN'S COSTUME, DESPERATELY SEARCHES FOR A MEANS TO ESCAPE ITS PRISON...

SUDDENLY, THE ENTITY DETECTS ANOTHER'S PRESENCE...

...YOUNG FRANKLIN RICHARDS!

I'D BETTER GET MY BALL BEFORE DADDY SEES ME. HE DOESN'T LIKE ME PLAYING NEAR HIS LAB'TORIES!

FOR A LONG MOMENT, THE ENTITY STUDIES THE FIVE YEAR OLD BOY! AND THEN, A PLAN IS FORMED--!

OH--!

CATCHING THE CHILD'S GAZE, THE ENTITY ATTEMPTS TO REACH HIS MIND--

--TO SEIZE CONTROL OF HIS YOUNG WILL!

BUT THEN, EVEN AS THE ENTITY INCREASES HIS MENTAL ASSAULT--

--CERTAIN PSYCHIC BARRIERS BEGIN TO CRUMBLE--

--TO FAIL!

AND, SUDDENLY, THE ENTITY SENSES SOMETHING BEING RELEASED WITHIN THE BOY...

...SOMETHING HORRIBLE! UNCONTROLABLE--!

HOWEVER, JUST THEN...

THERE YOU ARE, FRANKLIN! MOMMY'S BEEN LOOKING ALL OVER FOR YOU! IT'S TIME TO GO HOME TO BELLE PORTE! FRANKLIN--?

ARE YOU FEELING ALL RIGHT, HONEY?

MOMMY...

MY... HEAD HURTS, MOMMY!

OH, DEAR! I HOPE YOU'RE NOT COMING DOWN WITH SOMETHING!

DOES SOME UNNAMED PIECE OF LABORATORY EQUIPMENT CHOOSE TO HUM AT THAT PRECISE MOMENT--

--OR DOES THE ALIEN ENTITY BREATHE AN AUDIBLE SIGH OF RELIEF AS YOUNG FRANKLIN RICHARDS IS LED AWAY?

ONLY TIME WILL TELL...

ELSEWHERE...

I HAVEN'T WANTED TO WORRY LIZ NEEDLESSLY, BUT I'M AFRAID THAT ***OSBORN MANUFACTURING*** IS IN SERIOUS TROUBLE!

NO MATTER WHAT HAPPENS, LIZ AND I ARE PROTECTED. MY INHERITANCE GUARANTEES US FINANCIAL SECURITY--

OSBORN CORPORAT

--BUT THAT ISN'T THE POINT! MY FATHER BUILT THIS COMPANY FROM THE GROUND UP!

IT'S ONE OF HIS FEW WORTHWHILE ACCOMPLISHMENTS!

ONE OSBORN PLAZA

I'D HATE TO SEE IT ALL GO DOWN THE DRAIN!

AS A MEMBER OF THE BOARD OF DIRECTORS, IT'S MY JOB TO PROTECT OSBORN MANUFACTURING!

BUT, AS THE SON OF NORMAN OSBORN, I HAVE AN EVEN GREATER RESPONSIBILITY!

I'VE GOT TO FIND A WAY TO SAVE DAD'S COMPANY!

GOOD AFTERNOON, MR. OSBORN! I HOPE YOU'VE REMEMBERED TO NOTE TODAY'S DIRECTORS MEETING ON YOUR CALENDAR.

I'LL BE THERE, MENKEN.

BY THE WAY, HAVE YOU MANAGED TO SECURE THOSE REPORTS I ASKED ABOUT?

OSBORN MANUFACT

THEY'RE WAITING ON YOUR DESK, SIR!

THANK YOU, MENKEN, YOU'RE AS EFFICIENT AS EVER!

I'LL SEE YOU AT THE MEETING.

SOMETIME LATER...

THESE REPORTS CONFIRM MY WORST FEARS!

SOMEONE HAS BEEN BUYING UP HUGE BLOCKS OF OSBORN STOCK THROUGH A SERIES OF DUMMY COMPANIES!

IT'S AN OBVIOUS TAKE-OVER BID!

BUT WHY WOULD ANYONE GO THROUGH ALL THE TROUBLE AND EXPENSE OF SETTING UP SUCH A COMPLI-CATED BUSINESS MANEUVER?

MORE IMPORTANTLY, *WHO* IS THIS MYSTERIOUS SOMEONE WHO'S TRYING TO GAIN CONTROL OF MY FATHER'S COMPANY? WHAT DOES HE WANT?!

OH, DAD, I NEVER HAD YOUR COURAGE OR STRENGTH. I JUST DON'T KNOW WHAT TO DO, OR WHERE TO TURN...

SMAAAASSSH!

OSBORN!

I'VE COME FOR THE JOURNALS! YOUR FATHER'S JOURNALS!

THE HOBGOBLIN--?!

B-BUT... YOU'RE *DEAD!*

UNFORTUNATELY, FOR YOUR SAKE, I AM QUITE ALIVE!

I AM SURE YOU KNOW THAT YOUR MAD FATHER KEPT RECORDS-- SECRET JOURNALS-- OF HIS EXPLOITS AS THE GREEN GOBLIN!

SPIDER-MAN DESTROYED MY COPIES -- BUT NORMAN OSBORN WAS A CAUTIOUS MAN! HE MUST HAVE MADE *OTHER* COPIES!

I WANT THEM! *NOW!*

I...I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

DON'T PLAY ME FOR A FOOL, OSBORN! I'M CERTAIN YOU HAVE THOSE JOURNALS HIDDEN AWAY! BUT YOU'LL ONLY BE TOO GLAD TO AGREE TO *TRADE* THEM ONCE YOU HEAR WHAT I HAVE TO OFFER...

OH, NO!

WHAT KIND OF GREETING IS THAT, HOBBY? AREN'T YOU GLAD TO SEE ME?

WHAT ABOUT ALL THE FUN TIMES WE USED TO HAVE?! MY FAVORITE WAS WHEN YOU'D SMASH ME ACROSS THE FIST WITH YOUR JAW, JUST LIKE THIS--!

THOP

MY HUNCH WAS RIGHT! I KNEW HE'D COME AFTER HARRY SOONER OR LATER!

UH-OH! HE'S TENSING! GETTING READY TO STRIKE--!

SPIDER-MAN! I DIDN'T PLAN TO HAVE TO DEAL WITH YOU JUST YET! BUT, NO MATTER...

...THE HOBGOBLIN IS PREPARED FOR ANY EVENTUALITY!

÷SHEESH÷ NOT THE FINGER-BLASTERS, AGAIN!

BZAK!

WHY DON'T YOU COME UP WITH SOME NEW WEAPONRY?

AREN'T YOU TIRED OF USING THE GREEN GOBLIN'S OLD HAND-ME-DOWNS?!

WHAT'S WITH HARRY? WHY DOESN'T HE RUN FOR COVER?

MOVE IT, OSBORN! GET OUT OF HERE!

IT'S NO USE! HE'S FROZEN WITH FEAR!

I'LL HAVE TO TRY TO DIRECT THIS FIGHT SOMEWHERE ELSE!

AND, HERE COMES MY CHANCE--!

I DID IT! THE HOBGOBLIN DIDN'T EXPECT ME TO SUDDENLY SPRING FORWARD, AND FORCE HIM THROUGH THIS DOOR!

BRAKK!

HI-HO, HOBBY!

FTASSH!

NOW, IF ONLY I CAN STEER HIM THROUGH THIS GLASS PARTITION, AND TOWARD THAT ROOM AT THE END OF THE HALLWAY--!

IT'S GOTTA BE A STOREROOM BY THE LOOK OF IT! WE CAN DUKE IT OUT WITHOUT WORRYING ABOUT INNOCENT BYSTANDERS!

THKAMM!

BLAST!

IT'S SOME KIND OF--

--MEETING ROOM!

WHAT THE--?!

I HOPE THESE TWO AREN'T STOCKHOLDERS!

GET OUT OF MY WAY, SPIDER-MAN! THERE'S NO PROFIT IN CONTINUING THIS FOOLISH BATTLE!

HE'S HEADED FOR THE WINDOW! I CAN'T LET HIM ESCAPE ME AGAIN--!

DON'T GO AWAY YET, HOBGOBLIN! I HAVE ONE LAST TRICK TO SHOW YOU!

SPWAK!

PRETTY NEAT, HUH?

DO YOU THINK I COULD PARLAY IT INTO A GUEST SHOT ON *THAT'S INCREDIBLE?*

KRE-ASHH!

≒UGNN≒

IF THAT DOESN'T GOAD HOBBY INTO STICKING AROUND, NOTHING WILL!

WHAT ARE YOU GUYS STILL DOING HERE?

≒*SHEESH*≒ DOESN'T ANYONE KNOW HOW TO CLEAR A ROOM IN PANIC ANYMORE?!

HEAD FOR THE FIRE EXITS, PEOPLE!

I'VE GOT A NASTY FEELING THAT THINGS ARE GOING TO GET PLENTY HOT AROUND HERE!

I HAD NO INTENTION OF FIGHTING YOU, SPIDER-MAN! I WOULD HAVE BEEN CONTENT TO LEAVE! TO LET YOU LIVE--!

NO MORE!

MEANWHILE, ACROSS TOWN...

DAILY BUGLE

...INSIDE THE EDITORIAL OFFICES OF THE MOST WIDELY READ NEWSPAPER IN THE CITY!

BRINGG!

WHY DOESN'T HE ANSWER THE PHONE? HE'S SUPPOSED TO BE HOME!

SOMETHING WRONG, BETTY?

NOT REALLY, ANN! I WAS TRYING TO CALL MY HUSBAND, NED, BUT HE MUST HAVE STEPPED OUT!

I CAN'T IMAGINE WHERE HE COULD BE...

SAY, HAVE YOU HEARD THE LATEST--? JAMESON IS ALREADY BACK FROM HIS HONEYMOON! *

ONLY ONE WEEK, CAN YOU BELIEVE IT? HIS POOR WIFE! I WONDER IF THE OLD WALRUS EVEN BOTHERED TO...

*HE MARRIED MARLA MADISON IN THIS YEAR'S AMAZING SPIDER-MAN ANNUAL --DANNY.

MACINTOSH--!

≠ULP≠

DON'T I PAY YOU A SALARY, YOUNG LADY?

YES, MR. JAMESON, SIR!

AND SHOULDN'T YOU BE WORKING TO EARN THAT SALARY?

YES, MR. JAMESON, SIR!

THEN, GET TO IT!

WHAT'S GOING ON OUT... OH, JONAH! I SEE YOU'RE RIGHT ON TIME FOR OUR DAILY BUDGET MEETING!

HOW WAS THE HONEYMOON?

≠GRRMBL≠

BETTY, DID YOU GET A PHOTOGRAPHER FOR THAT FEATURE STORY WE DISCUSSED EARLIER?

NOT YET, MR. ROBERTSON! I HAVEN'T BEEN ABLE TO REACH EITHER PETER PARKER OR LANCE BANNON!

THAT'S ODD! THOSE TWO ARE ALWAYS UNDERFOOT WHEN WE DON'T NEED THEM...

"...I WONDER *WHERE* THEY ARE NOW?!"

FWAMM!

EEK! THIS IS THE LADIES ROOM, YOU MANIACS!

I COULDN'T HAVE CHOSEN A MORE APPROPRIATE SITE FOR YOUR DEATH, SPIDER-MAN!

KEEP STRUGGLING! THAT WAY I'LL ENJOY MY EVENTUAL TRIUMPH ALL THE MORE!

SURE, PAL, *HAPPY* TO OBLIGE!

SWUK!

DON'T SAY A WORD!

I KNOW YOU'RE SMIRKING BENEATH YOUR MASK!

WHO ME? PERISH FORBID!

ENOUGH! I'VE SUFFERED MORE THAN ENOUGH AT YOUR HANDS! THIS GOBLIN GRENADE WILL WIPE THAT SMIRK AWAY... *FOREVER!*

RIGHT NOW, I'M REAL GLAD THAT I SPENT THE PAST FEW HOURS RECONDITIONING MY WEB-SHOOTERS!

¡diiii

YOU SHALL SUFFER AS NO MAN HAS EVER SUFFERED BEFORE, SPIDER-MAN!

SO SWEARS THE *HOBGOBLIN!*

BUT I WISH TO ENJOY YOUR DEATH! YOU WILL DIE AT A TIME AND PLACE OF MY CHOOSING!

I'M GOING TO LEAVE YOU NOW! I'VE ALREADY WASTED TOO MUCH OF MY VALUABLE TIME HERE!

WOOM!

FAREWELL, SPIDER-MAN ...FOR NOW!

THIS IS MY LAST TRY AT HIM! HAVE TO TIME THIS LEAP JUST RIGHT--!

IT'S SPLATTER CITY IF I'M THE LEAST BIT OFF--!

GERONIMO!

KRASH!

MISSED--! HE GUNNED HIS GLIDER TO AVOID ME!

OF COURSE!

WHAT ELSE DID YOU EXPECT?

MY WEB-SHOOTERS! THEY'RE MY ONLY HOPE--!

I'M DEAD MEAT IF THEY GUNK UP ON ME NOW! I ONLY HAVE TIME FOR ONE SHOT--!

THWIPP!

WHA--?!

THWAP!

YOU NEVER CEASE TO AMAZE ME, SPIDER-MAN!

ISN'T THERE *ANY* WAY TO KILL YOU?!

PERHAPS, IF I'M PERSISTENT, I'LL FIND A WAY *THIS* TIME!

YEOW!

THAT WAS A LITTLE TOO CLOSE FOR COMFORT!

IF I COULD TAKE AIM-- SNAG HIM WITH A SECOND WEB-LINE-- I JUST MIGHT BE ABLE TO FORCE HIM TO LAND THE GLIDER!

I KNOW YOU'RE PLANNING SOMETHING, SPIDER-MAN! YOU'RE MUCH TOO RE-SOURCEFUL TO MEEKLY ACCEPT YOUR FATE-- BUT ALL YOUR EFFORTS ARE DOOMED TO FAILURE!

ZZZZT

ZAAKK!

IT'S NO USE! I CAN'T GET A CLEAR SHOT AT HIM-- WHILE I'M BUSY DODGING HIS BLASTS!

DON'T WORRY, SPIDER-MAN! YOU AND I ARE ABOUT TO PART COMPANY...

...RATHER *ABRUPTLY*, I'M AFRAID!

THAT TRAIN'S A LOCAL! IF IT'S ALL THE SAME TO YOU, I'D RATHER WAIT FOR THE EXPRESS!

THE WEB-SWINGER HASN'T GOT A CHANCE!

LOOK--!

SPWATT!

I HAVE ALWAYS ADMIRED YOUR WIT, SPIDER-MAN!

A PITY THAT I WILL BE ABLE TO ADMIRE IT NO MORE!

HA! HA! HA!

THIS HAS BEEN A MOST SATISFACTORY AFTERNOON!

NOT ONLY HAVE I RID MYSELF OF MY GREATEST ENEMY, BUT I'VE ALSO SUCCESSFULLY DELIVERED MY MESSAGE TO YOUNG OSBORN!

HE NOW KNOWS WHAT I WANT FROM HIM! AND, IF THE ROSE'S MEN ARE DOING THEIR PART, HE'LL GET IT FOR ME!

"HE REALLY WON'T HAVE ANY OTHER CHOICE..."

WHERE *IS* HARRY? HE SHOULD HAVE JOINED US LONG BEFORE NOW!

MAYBE HE GOT STUCK IN A BUSINESS MEETING!

IF YOU'D LIKE, I'LL WALK YOU TO HIS OFFICE!

WOULD YOU?

I DON'T KNOW WHAT'S WRONG WITH ME LATELY! I SEEM TO FRET ABOUT EVERY LITTLE THING! I'VE BECOME A REAL WORRIER...

SCREE!

GET HER! THE OSBORN WOMAN--!

LEAVE HER ALONE! CAN'T YOU SEE THAT SHE'S PREGNANT?

HEY! THIS ONE FIGHTS LIKE A WILDCAT!

MAYBE WE'D BETTER BRING HER, TOO!

SHE MIGHT COME IN HANDY! I CERTAINLY DON'T WANT TO NURSEMAID NO PREGNANT LADY!

ME, NEITHER!

HEY! LOOK WHO'S RACING DOWN THE BLOCK--

"--IT'S OSBORN HIMSELF!"

OH, GOD! I HAD A FEELING LIZ WOULD BE IN DANGER, TOO! I SLIPPED OUT OF THE BUILDING AND GOT HERE AS SOON AS I COULD-- BUT I'M TOO LATE!

DESPERATE, A MAN POSSESSED, HARRY FORCES HIS WAY THROUGH THE CROWD OF RUBBERNECKS...

AND THEN...

LET GO OF MY WIFE!

I'M WARNING YOU--!

GET REAL, HERO! YOU'RE PLAYING IN THE BIG LEAGUES NOW!

THAK!

UNNN

THE HOBGOBLIN SENDS HIS REGARDS!

HE'LL BE IN TOUCH, HERO!

THEY'RE GETTING AWAY, AND THERE'S NOTHING I CAN DO TO STOP THEM!

ZOOM!

ALL RIGHT, HOBGOBLIN! WE'LL PLAY THINGS YOUR WAY... FOR NOW!

BUT, YOU'D BETTER JUST PRAY THAT NO HARM BEFALLS MY WIFE, MY UNBORN CHILD...

...OR YOU'LL LIVE TO REGRET THE DAY YOU EVER HEARD OF HARRY OSBORN--

--THE SON OF THE *GREEN GOBLIN!*

MEANWHILE...

÷ WHEW÷ WHAT A DAY THIS HAS BEEN!

I'M WRECKED...BUT I GUESS I COULD HAVE BEEN IN A WHOLE LOT WORSE SHAPE IF I HADN'T LEAPED ABOARD THIS TRAIN IN TIME!

ANOTHER HALF-SECOND, AND THE BAND WOULD HAVE BEEN PLAYING "*SAYONARA, SPIDEY*"!

AT LEAST I MANAGED TO GET THE HOBGOBLIN OFF OF HARRY'S BACK... FOR THE PRESENT!

THAT POOR GUY'S ALREADY SUFFERED ENOUGH!

HE WAS COMING DOWN FROM A BAD DRUG TRIP WHEN HE FIRST LEARNED THAT HIS DEAD FATHER, NORMAN OSBORN, HAD BEEN THE GREEN GOBLIN!

POOR HARRY! HE JUST COULDN'T HANDLE IT! HE WENT OFF THE DEEP END... AND, FOR A TIME, HE THOUGHT *HE* WAS THE GREEN GOBLIN!

I'D HATE TO SEE ANYTHING TRIGGER *THAT* AGAIN!

AW, WHAT AM I WORRIED ABOUT?

IT COULD *NEVER* HAPPEN, AGAIN!

COULD IT--?!

NEXT ISSUE: SPIDER-MAN BATTLES TO SAVE THE LIVES OF HIS FRIENDS -- AS HARRY OSBORN CONFRONTS THE GHOSTS OF HIS PAST! DON'T MISS--

"THE SINS OF MY FATHER!"

MEANWHILE, IN *FANTASTIC FOUR #274*...

EPILOG:

NEW YORK, NEW YORK. THE BAXTER BUILDING STANDS, NOW, SILENT AND EMPTY.

BUT NOT AT PEACE.

SLIPPING WITH CARELESS EASE PAST A HUNDRED ALARM SENSORS A TINY DEVICE MOVES THROUGH THE DESERTED HALLS.

HERE AND THERE IT PAUSES, A MICRO-DRILL BORING INVISIBLY SMALL HOLES IN THE MANY COMPLEX MECHANISMS, INSERTING STRANGE COMPONENTS...

...ALTERING.

UNTIL ITS SEEMINGLY RANDOM TRAVELS BRING IT HERE, TO THE E.T.C.C. * FACILITY...

*EXTRA-TERRESTRIAL CONTAMINATION CONTAINMENT.

IT SENSES LIFE WITHIN THE GLEAMING PLASTEEL CYLINDER--A KIND OF LIFE, AT LEAST.

ALIEN.

HOSTILE.

AND SOMETHING ELSE. SOMETHING THAT TOUCHES AGAINST ITS MICRO-CIRCUITS LIKE THE TICKLE OF TINY, ELFIN FINGERS.

AS IF SOMEONE... SOMETHING WERE TRYING TO... MAKE A SUGGESTION?

THE FAINT PROMPTING HAS NO EFFECT, BUT IT DOES SEEM WORTH FURTHER INVESTIGATION...

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NEXT ISSUE: SHE HULK IS ONE LADY YOU'D RATHER HAVE FOR YE THAN 'AGIN' YE--AS A CERTAIN SLEAZOID PUBLISHER FINDS OUT IN... THE NAKED TRUTH BE HERE IN 30 DAYS!!

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the AMAZING SPIDER-MAN®

C.VESS

SPIDER-MAN

"THE SINS OF MY FATHER!"

GOOD EVENING, LADIES! I TRUST YOUR ARE COMFORTABLE... AS COMFORTABLE AS THESE SQUALID ACCOMMODATIONS PERMIT!

WHO... *WHO* ARE YOU?

WHY HAVE YOU BROUGHT US HERE?

STAN LEE *PRESENTS:*
TOM DEFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *FINISHER*
JOE ROSEN -- *LETTERER*
BOB SHAREN -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR-IN-CHIEF*

I AM *THE HOBGOBLIN*... AND YOU ARE HERE BECAUSE IT SUITS MY PURPOSE! YOU ARE PAWNS IN A BUSINESS TRANSACTION BETWEEN MYSELF AND HARRY OSBORN!

I'VE READ ABOUT YOU! YOU'RE A CRIMINAL! A MADMAN--!

WHAT POSSIBLE BUSINESS DEALING COULD YOU HAVE WITH MY HUSBAND?

YOU NEEDN'T CONCERN YOURSELF WITH SUCH MATTERS, MRS. OSBORN!

YOU'RE *HURTING* ME!

I'LL DO MORE THAN THAT IF YOU DON'T BEHAVE!

NOW SIT OVER THERE! IF YOU AREN'T AFRAID FOR YOURSELF, JUST CONSIDER THE LIFE OF THE CHILD YOU CARRY!

I COULD EASILY USE MY FINGER-BLASTER TO DO THE GENE POOL A FAVOR--

--AND SPARE THE WORLD THE BIRTH OF ANOTHER MAD OSBORN!

BWAM!

YOU HEARTLESS *MONSTER!* HOW DARE YOU THREATEN HER--!

BACK OFF, MISS WATSON! YOU ARE IN NO POSITION TO PROTECT ANYONE!

I MAY NEED MRS. OSBORN, BUT YOU'RE ONLY EXCESS BAGGAGE AS FAR AS I'M CONCERNED...

SWAT!

...YOU COULDN'T POSSIBLY BE OF ANY USE TO ME!

HE... KNOWS MY NAME! HOW--?!

MOMENTS LATER...

SLAMM!

ARE YOU ABSOLUTELY CERTAIN THEY'LL BE SAFE IN THERE? I DON'T WANT THEM SUFFOCATING ON ME!

YOU CAN TRUST *THE ROSE!* MY MEN OFTEN USE THESE STORAGE LOCKERS TO DETAIN PEOPLE.

I COULDN'T HELP BUT OVERHEAR YOUR CONVERSATION WITH MRS. OSBORN AND MISS WATSON.

WERE YOUR THEATRICS REALLY NECESSARY?

OF COURSE! THE OSBORNS WILL NEVER GIVE ME WHAT I WANT--

--UNLESS THEY'RE TOTALLY CONVINCED THAT I'LL CARRY OUT MY THREATS!

I STILL DON'T UNDERSTAND WHY YOUR MEN KIDNAPPED WATSON, TOO! I ONLY ASKED FOR MRS. OSBORN!

TAKE ANOTHER LOOK AT THE WOMAN! SHE COULD GIVE BIRTH AT ANY MOMENT.

THEY BROUGHT THE WATSON GIRL ALONG BECAUSE THEY FIGURED SHE'D BE HELPFUL IF MRS. OSBORN WENT INTO LABOR. UNFORTUNATELY...

...NONE OF MY FRIENDS KNOW HOW TO DELIVER A BABY... AND IT WOULD BE A GREAT TRAGEDY IF POOR MRS. OSBORN DIED IN CHILDBIRTH.

LOADING ZOI

YES...A TRAGEDY!

I'M GLAD YOU'VE FINALLY DECIDED TO MOVE INTO THE OFFICE SPACE WHICH I ALOTTED YOU.

AS LONG AS WE'RE WORKING TOGETHER, I'M CERTAIN YOU'LL FIND IT MUCH MORE CONVENIENT TO STORE SOME OF YOUR EQUIPMENT HERE--RATHER THAN TO RETURN TO YOUR OWN SECRET HEADQUARTERS WHENEVER YOU NEED SOMETHING!

YES...

OF COURSE, I WOULDN'T DREAM OF LEAVING ANYTHING HERE THAT WOULD ENDANGER YOU AND YOUR MEN--JUST SOME SPARE COSTUMES AND A FEW GOBLIN GRENADES!

AS YOU WISH...

I JUST WANT YOU TO FEEL AT HOME.

WE ARE PARTNERS, AFTER ALL. WITH YOUR POWERS AND MY CRIMINAL ORGANIZATION, NOTHING CAN STOP US FROM SEIZING CONTROL OF ALL THE MAJOR GAMBLING INTERESTS IN THIS CITY!

WE NEED EACH OTHER, HOBGOBLIN...

...FOR NOW!

BY THE WAY, I HOPE EVERYTHING WORKS OUT WELL WITH THIS OSBORN BUSINESS. I KNOW IT'S ALL VERY IMPORTANT TO YOU.

YOU NEEDN'T WORRY, ROSE! I'VE ALREADY PHONED HARRY OSBORN TODAY! HE KNOWS WHERE AND WHEN TO MEET ME LATER!

HE'LL BRING ME WHAT I WANT!

YOUNG OSBORN IS NOT A GAMBLER BY NATURE!

HE WOULDN'T DARE RISK THE LIVES OF HIS WIFE AND HIS UNBORN CHILD!

MEANWHILE, ELSEWHERE...

THOSE JOURNALS MUST BE AROUND HERE SOMEWHERE!

I'VE JUST GOT TO FIND THEM! LIZ AND MARY JANE ARE DEAD IF I DON'T!

WHEN MY FATHER DIED, I HAD ALL OF HIS PERSONAL PAPERS AND EFFECTS SHIPPED TO THIS WAREHOUSE!

IF THOSE JOURNALS DO EXIST, THEY'VE GOT TO BE HERE!

WHERE ARE THEY?!

IT'S...NO USE! I'VE LOOKED EVERY-WHERE!

I'VE FAILED MY WIFE ...MY CHILD...

CURSE YOU, FATHER! THIS IS ALL YOUR FAULT!

SOMEHOW, THE HOBGOBLIN LEARNED THAT YOU WERE THE *GREEN GOBLIN*, AND THAT YOU KEPT RECORDS--SECRET JOURNALS--OF YOUR CRIMINAL EXPLOITS!

THE HOBGOBLIN FOUND THOSE ORIGINAL JOURNALS, BUT THEY WERE LATER DESTROYED IN A BATTLE WITH SPIDER-MAN!*

WHAT AM I GOING TO DO? THAT MONSTER IS CONVINCED THAT *COPIES* OF THOSE JOURNALS STILL EXIST...AND HE WANTS THEM! I WISH I...

HEY--! MY FATHER'S DESK!

*SEE *AMAZING SPIDER-MAN* #250 --DANNY!

DAD USED TO LOVE THIS OLD ROLLTOP! IT'S AN ANTIQUE WHICH HAS BEEN PASSED DOWN FROM FATHER TO SON FOR FOUR GENERATIONS! I WONDER IF...

:UGH: IT'S LOCKED!

THERE MUST BE A KEY TO IT AROUND SOMEWHERE, BUT I JUST DON'T HAVE THE TIME TO GO LOOKING FOR IT!

KRR-RASH!

IF I REMEMBER CORRECTLY, MY FATHER ONCE SHOWED ME A SECRET COMPARTMENT WHICH IS HIDDEN BEHIND THAT WOODEN PANEL...

FIVE SECONDS IS ALL HARRY OSBORN NEEDS TO SMASH THROUGH THE PANEL, AND THEN...

AT LAST! ONE OF MY FATHER'S JOURNALS!

I JUST PRAY IT'S ENOUGH TO SATISFY THE HOBGOBLIN!

HHM! IT'S MAINLY DEVOTED TO A LIST OF PROPERTIES!

SOME OF THEM SEEM FAMILIAR...

OF COURSE! THEY WERE THE SITES OF A SERIES OF RECENT BREAK-INS... WHICH OCCURRED ABOUT THE TIME HOBGOBLIN MADE HIS FIRST APPEARANCE!

DURING THE INVESTIGATION OF THOSE BREAK-INS, THE AUTHORITIES DISCOVERED A NUMBER OF SECRET ROOMS... ROOMS WHICH PROBABLY HOUSED MY FATHER'S GREEN GOBLIN EQUIPTMENT.

THIS BOOK MUST BE A *MASTER LIST* OF ALL HIS HIDING PLACES!

MOMENTS LATER...

'EVENING, MR. OSBORN!

GOOD NIGHT, TED!

I CAN'T BE SURE HOBGOBLIN WILL GIVE ME THE GIRLS IN EXCHANGE FOR THE JOURNAL! I'VE GOT TO BE PREPARED FOR TROUBLE--!

I HATE THE IDEA OF FACING THAT MADMAN ALONE! I WISH I COULD TURN TO SOMEONE... ANYONE... FOR HELP...

"...BUT *WHO* COULD I ASK TO PUT HIS LIFE ON THE LINE FOR ME?!"

HMMM...ACCORDING TO THE IMPULSES FROM MY SPIDER-TRACER, HARRY'S ON THE MOVE AGAIN!

I WONDER IF HE EVEN SUSPECTS THAT I'VE BEEN SECRETLY SHADOWING HIM ALL DAY?

I'M CONVINCED THAT HOBGOBLIN IS BEHIND THE RECENT DISAPPEARANCES OF MARY JANE AND LIZ;* AND THAT HARRY KNOWS MORE THAN HE TOLD THE POLICE!

*SEE LAST ISSUE--DANNY.

POOR HARRY! HE REALLY DOESN'T NEED THIS KIND OF GRIEF! THE GUY'S ALREADY HAD ENOUGH SUFFERING TO LAST A LIFETIME!

HE WAS COMING OFF A BAD EXPERIENCE WITH DRUGS, WHEN HE FIRST LEARNED HIS FATHER, NORMAN OSBORN, WAS THE ORIGINAL GREEN GOBLIN!

HARRY COULDN'T COPE WITH THE TRUTH! HE HAD A NERVOUS BREAKDOWN...BECAME THE GOBLIN HIMSELF FOR A WHILE --THOUGH HE'S BLANKED OUT THAT TRAUMA!

I'D HATE FOR ANYTHING TO PUSH HIM OVER THE EDGE AGAIN!

I'M REAL WORRIED ABOUT THE GIRLS! LIZ IS ABOUT TO GIVE BIRTH, AND MARY JANE KNOWS THAT I'M PETER PARKER!

IF THE HOBGOBLIN DOES HAVE HER, MARY JANE MAY BE FORCED INTO A SITUATION WHERE SHE'S GOT TO EXCHANGE MY SECRET IDENTITY FOR HER LIFE OR LIZ'S!

I DON'T WANT HER TO HAVE TO FACE A DECISION LIKE THAT!

I'VE JUST GOT TO FIND THEM BEFORE IT'S TOO LATE!

JUST THEN, ACROSS TOWN...

WITH THE FANTASTIC FOUR AWAY ON A MISSION, THE BAXTER BUILDING STANDS EMPTY TONIGHT, DARK AND SILENT.

INSIDE THE XENO-BIOLOGICAL LABORATORY AND EXTRA-TERRESTRIAL CONTAMINATION CONTAINMENT FACILITY...

THE ENTITY, WHICH HAD BEEN SPIDER-MAN'S LIVING COSTUME,* STIRS AS IF FROM A RESTLESS SLEEP.

IT SENSES A PUZZLING ANOMALY--

* SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES -- DANNY!

--AN INTRUDER HAS BREACHED FF HEADQUARTERS*!

HAVING ALREADY BYPASSED A HUNDRED ALARM SENSORS, THE STRANGE DEVICE HAS GLIDED ON A SEEMINGLY RANDOM PATH THROUGH THE DESERTED BUILDING, EVENTUALLY ARRIVING HERE.

*IN FANTASTIC FOUR #274--DANNY!

CAUTIOUSLY, THE ENTITY TELEPATHICALLY REACHES OUT TO THE HOVERING DEVICE...

PROBING!

PROMPTING!

SUGGESTING!

THE ENTITY'S MENTAL ENTREATIES APPARENTLY HAVE NO EFFECT BUT THE DEVICE DOES DEEM IT WORTHY OF FURTHER STUDY!

A MICRO-DRILL BEGINS BORING AN INVISIBLY SMALL HOLE IN THE ENTITY'S PLASTEEL CYLINDER...

AND THEN...

INSTANTLY SEIZING THIS UNEXPECTED OPPORTUNITY THE ENTITY BURSTS FORWARD!

AT LAST! AT LONG LAST, IT IS FREE AGAIN!

FREE!

AND LET SPIDER-MAN BEWARE--!

AT THAT MOMENT IN NEW YORK'S CENTRAL PARK...

WHERE IS HE? HE SHOULD HAVE BEEN HERE TWENTY MINUTES AGO!

I HOPE NOTHING'S GONE WRONG!

SUDDENLY...

GOOD EVENING, MR. OSBORN! I MUST APOLOGIZE FOR MY TARDINESS!

BUT I THOUGHT IT PRUDENT TO SURVEY THE AREA BEFORE MAKING MY APPEARANCE! I DIDN'T WANT OUR MEETING DISTURBED BY ANY UNINVITED GUESTS!

HE...STREAKED OUT OF THE SKY SO SWIFTLY, SO SILENTLY! I NEVER EVEN SAW HIM COMING!

I SEE THAT YOU'VE ONLY BROUGHT *ONE* JOURNAL! YOU OBVIOUSLY HOLD THE LIVES OF YOUR WIFE AND MS. WATSON IN LOW REGARD!

IT WAS THE ONLY ONE I COULD FIND, BUT DON'T SELL IT SHORT!

THIS COULD BE THE MOST IMPORTANT JOURNAL OF ALL!

THE LAST ENTRY IS DATED ONLY A WEEK BEFORE MY FATHER DIED!

IT CONTAINS A COMPLETE LISTING OF ALL HIS SECRET HIDEAWAYS!

THAT SOUNDS MOST INTRIGUING!

GIVE IT TO ME!

NO!

I WANT TO SEE LIZ AND MARY JANE FIRST!

VERY WELL...

DARTING FORWARD, THE HOBGOBLIN STUNS HARRY WITH A SUDDEN BLOW TO THE CHIN...

FWAM!

÷UNNN÷

I'LL TAKE YOU TO THEM ...*RIGHT NOW!*

THIS JOURNAL IS DEFINITELY AUTHENTIC! I RECOGNIZE NORMAN OSBORN'S DISTINCTIVE SCRAWL!

NO TIME TO READ THROUGH ALL OF THESE ADDRESSES NOW! I'D BEST PICK UP YOUNG OSBORN--

"--AND BE ON MY WAY!"

I REALLY HATE MYSELF FOR USING HARRY AS BAIT LIKE THIS, BUT THE LIVES OF MARY JANE AND LIZ ARE ALSO AT STAKE!

I DIDN'T HAVE MUCH CHOICE...

...DID I?

NOW, COMES THE TRICKY PART!

I'VE GOT TO KEEP THEM IN SIGHT... WITHOUT LETTING THE HOBGOBLIN SPOT ME!

SOMETIME LATER...

LOADING ZONE

HEY, LADIES! I'VE GOT A VISITOR FOR YOU!

UNN

HARRY--!

DARLING, WHAT HAPPENED TO YOU? ARE YOU ALL RIGHT?

I GUESS SO! I JUST SCREWED THINGS UP AGAIN ...AS USUAL!

HARRY, LISTEN--! DOES PETER PARKER KNOW WHAT'S GOING ON?

PETER--?! NO, OF COURSE NOT! WHY WOULD I INVOLVE HIM IN THIS MESS?

YEAH, SURE...

"...WHY WOULD YOU?"

THIS JOURNAL MAY INDEED BE AS VALUABLE AS YOUNG OSBORN CLAIMED! HIS FATHER MAY HAVE BEEN CRAZY... BUT THE EQUIPMENT HE DESIGNED... HIS WEAPONS... WERE THE WORK OF GENIUS!

I THOUGHT I HAD RAIDED ALL OF GREEN GOBLIN'S OLD HIDEOUTS. IF THIS CAN LEAD ME TO OTHERS--!

YOU SEEM QUITE PLEASED WITH YOURSELF. I MUST ASSUME EVERYTHING WENT WELL.

WELL ENOUGH...

BUT I HAVE NO INTENTION OF SHARING THIS PRIZE WITH YOU... OR ANYONE ELSE!

I'M SURPRISED TO FIND YOU STILL HERE AT THIS TIME OF NIGHT!

I WANTED TO GO OVER TOMORROW'S AGENDA.

I'D LIKE YOU TO VISIT A FEW BOOKIES WHO HAVE REFUSED TO JOIN OUR ORGANIZATION...

YOU MAY FIND IT NECESSARY TO CONVINCE THEM --RATHER FORCIBLY, I'M AFRAID-- TO RETHINK THEIR POSITIONS.

CAN'T THIS WAIT UNTIL MORNING?

I'D PREFER TO SETTLE THE DETAILS NOW.

MEANWHILE, OUTSIDE...

≠WHEW≠ THIS PLACE IS SWARMING WITH GOONS!

NO WONDER HOBGOBLIN JOINED UP WITH THE ROSE--

--IN EXCHANGE FOR A FEW FAVORS, HE GETS A VIRTUAL ARMY AT HIS DISPOSAL!

NOT A BAD DEAL!

KRAK!

UH-OH! ANOTHER GUARD!

WHA--?!

SHHH!

KEEP THE NOISE DOWN! YOU DON'T WANT TO SPOIL THE BIG SURPRISE FOR YOUR BOSS, DO YOU?

≠MPFF≠

THWAP!

THWAP!

AT THAT MOMENT...

HARRY, I'M... FRIGHTENED!

EVERYTHING'S GOING TO BE ALL RIGHT NOW, SWEETHEART! TRUST ME--

--I WON'T LET ANYTHING HAPPEN TO YOU... OR OUR BABY!

HARRY! WHERE DID YOU GET THAT GUN--?

IT BELONGED TO MY FATHER! I BROUGHT IT ALONG BECAUSE I KNEW I COULDN'T TRUST THE HOBGOBLIN!

FWAM! FWAM!

WHAT'S YOUR PLAN?

JUST FOLLOW MY LEAD, MARY JANE!

HEY! CUT THE RACKET BEFORE I... WELL, WELL, WHAT HAVE WE HERE?

THE LADIES AND I ARE GOING HOME!

I DON'T THINK SO!

THAT'S A REAL NICE TOY YOU'VE GOT THERE, PAL...

...BUT I'M SURE YOU AIN'T GOT THE GUTS TO USE IT!

GET OUT OF MY WAY!

I'M WARNING YOU--!

YOU EVER KILL A MAN BEFORE? EVER SEE THE WAY BLOOD SPURTS FROM A FRESH GUNSHOT WOUND? IT AIN'T A PRETTY SIGHT!

GO AHEAD, HOTSHOT! SHOOT! I DARE YOU--!

SHOOT!

I... CAN'T!

HA! THAT AIN'T NO BIG SURPRISE TO--

KW-ANGG!

?!?

THERE! THAT SHUT HIM UP!

MOMENTS LATER...
MARY JANE, I... I'M SORRY I COULDN'T...
FORGET IT, HARRY! LET'S JUST GET OUT OF HERE IN ONE PIECE, OKAY?
FOLLOW ME!
HEY--!
OH, NO! WE'VE BEEN SPOTTED!
DON'T WORRY, GIRLS!
I WON'T FAIL YOU THIS TIME!
KA-POW! KA-POW!
HARRY, NO--!
HAVE YOU GONE CRAZY--?!
PA-TANGG!
THE PRISONERS ARE ES-CAPING!
HERE! THEY'RE OVER HERE!
IN THE ROSE'S PRIVATE OFFICE...
KA-POW! KA-POW!
GUNSHOTS! I'D BETTER GO SEE WHAT'S HAPPENING OUT THERE!
YES, THAT WOULD BE WISE.
HE DOESN'T WASTE ANY TIME, DOES HE?
ONLY FOOLS RUSH TOWARD DANGER, MR. VARLEY.
WISE MEN KNOW THE ADVANTAGES OF CAUTION.
GENTLEMEN, I THINK WE SHOULD LEAVE NOW. I HAVE NO WISH TO BECOME PERSONAL-LY EMBROILED--
"--IN ANY UN-PLEASANTNESS."
KA-POW! KA-POW!
UH-OH!
SKR-ASHH!
SOMETHING TELLS ME THAT THE TIME FOR BEING SUBTLE HAS PASSED!

OSBORN! SO YOU'RE THE ONE CAUSING THE COMMOTION!

I DIDN'T THINK YOU'D BE STUPID ENOUGH TO ATTEMPT ESCAPE!

IT'S A PITY THAT YOU'VE APPARENTLY RUN OUT OF AMMUNITION, BECAUSE YOU'VE JUST CONDEMNED YOURSELF AND YOUR COMPANIONS TO--

--DEATHHHH!

KK

AW!

TSK! TSK! YOU'RE SO INHOSPITABLE! I'LL BET YOUR MOTHER DOESN'T KNOW HOW YOU TREAT GUESTS!

LOOKS LIKE I ARRIVED JUST IN TIME! HE WAS ABOUT TO UNLOAD ON HARRY AND THE GIRLS!

PETER! THANK HEAVEN YOU'RE HERE--!

SPIDER-MAN--! I SUPPOSE I SHOULD BE SURPRISED BY YOUR SUDDEN APPEARANCE... BUT I'M NOT!

YOU HAVE A MOST ANNOYING HABIT OF SHOWING UP AT INOPPORTUNE MOMENTS!

REALLY? I ALWAYS THOUGHT I HAD A *GREAT* SENSE OF TIMING!

JUST WATCH HOW EASILY I AVOID YOUR FINGER-BLASTER!

KA-ZAP!

SEE? *NO PROBLEM!* AND THAT'S ONLY ONE OF THE MANY BENEFITS THAT COMES WITH HAVING THE PROPORTIONATE SPEED, STRENGTH AND AGILITY OF A SPIDER!

UNNN

BWAK!

NOW'S OUR CHANCE, HARRY!

WE CAN SLIP AWAY WHILE PE... *SPIDER-MAN...* RUNS INTERFERENCE FOR US!

Y-YES! G-GOT TO GET LIZ TO SAFETY!

POOR HARRY! HE'S ALMOST PARALYZED WITH FEAR AND INDECISION-- AND SEEMS ON THE VERGE OF SOME KIND OF BREAKDOWN! I JUST HOPE HE CAN KEEP IT ALL TOGETHER UNTIL WE GET OUT OF HERE!

TRY THAT DOOR! IT MAY LEAD TO AN EXIT!

HURRY--!

NO LUCK! IT'S A DEAD END...

OH, NO!

WHAT IS IT, HARRY?

THESE COSTUMES... THE WEAPONS... SO FAMILIAR! THEY USED TO BELONG TO --

--THE GREEN GOBLIN!

AT LAST! I KNOW WHAT MUST BE DONE!

MARY JANE, GET LIZ OUT OF HERE ...*NOW!*

WHAT ABOUT YOU? AREN'T YOU COMING?

I WON'T LEAVE YOU BEHIND, DARLING!

NO ARGUMENTS! GET GOING--!

MOVE!!

THERE'S SOMETHING I MUST DO...

...ALONE!

MEANWHILE...

YOU CAN'T KEEP THIS PACE UP FOREVER, SPIDER-MAN! WHY PROLONG YOUR AGONY?

ARE YOU KIDDING? I THOUGHT THIS WAS SUPPOSED TO BE THE *FUN* PART!

OH, *NO!* THOSE GRENADES ARE GOING TO MISS ME, AND HIT--

--THOSE PROPANE TANKS!

KA-BLOOM!

=UGNN=

I'LL NEVER FIND SPIDER-MAN IN THIS CONFUSION!

THE GAS IS SPREADING FIRE EVERYWHERE!

RUN!

THE ROSE WILL BE FURIOUS WHEN HE SEES THIS DESTRUCTION-- BUT LOSING AN OCCASIONAL HIDEOUT IS JUST A COST OF DOING BUSINESS!

I'D BEST RETRIEVE OSBORN'S JOURNAL AND BE ON MY WAY BEFORE THE AUTHORITIES COME TO INVESTIGATE THE FIRE!

YOU'RE NOT GOING ANYWHERE, HOBGOBLIN! YOU STILL HAVE TO FACE ME!

PUMPKIN BOMBS! SOMEONE HAS BROKEN INTO MY WEAPON STORES!

BWAM! BWAM!

WHO DARES CHALLENGE THE HOBGOBLIN?

I DO!

YOU--?!

OSBORN!

YOU WENT TOO FAR, HOBGOBLIN! YOU THREATENED ME, MY WIFE AND MY UNBORN CHILD! WELL, I'VE HAD ENOUGH!

I'M PUTTING AN END TO YOU-- AND I'M GOING TO USE YOUR OWN WEAPONS TO DO IT-- THE WEAPONS YOU STOLE FROM MY FATHER!

YOU'RE A FOOL, OSBORN! A GREATER FOOL THAN I EVER IMAGINED!

YOU'RE A LOT LIKE YOUR FATHER! HE NEVER REALIZED THE TRUE POTENTIAL OF HIS INVENTIONS! HE DIDN'T KNOW HOW TO WIELD POWER!

I DO!

I'VE TAKEN HIS WEAPONS AND IMPROVED THEM! I POSSESS MORE POWER THAN HE EVER DREAMED POSSIBLE--

"--THE POWER OF THE HOBGOBLIN!"

KRAK!

BOOM

HARRY!!

HE NEEDS ME, MARY JANE! LET ME GO!

NO, LIZ! NO! YOU CAN'T DO HIM ANY GOOD NOW!

HE DIDN'T HAVE A CHANCE, IF HE WAS IN THE PATH OF THAT BLAST!

UNNN

WHAT'S WRONG, LIZ? WHAT'S HAPPENING?

P-PAIN! INTENSE PAIN! IT'S... THE BABY!

OH, NO! SHE'S GOING INTO LABOR!

WHY NOW?! WE'RE TRAPPED, AND THE FLAMES ARE GETTING CLOSER!

PETER! PETER! WHERE ARE YOU? PETER!

UHHH

M-MY HEAD! FEELS LIKE THE ENTIRE NORTH AMERICAN SOCCER LEAGUE HAS BEEN USING IT FOR KICKING PRACTICE!

G-GOT TO GET UP! MARY JANE...AND THE OTHERS...NEED ME!

EEEEEE

THAT SCREAM--!

LIZ!

I'M STILL A LITTLE GROGGY, BUT I CAN'T WASTE ANYMORE TIME! I'VE GOT TO FIND LIZ! SHE SOUNDS LIKE SHE'S IN REAL BAD SHAPE!

WAIT! I THINK I SEE HER AND MARY JANE!

SPIDER-MAN! WE'VE GOT TO GET LIZ TO A HOSPITAL! SHE'S ABOUT TO GIVE BIRTH!

WHERE'S HARRY?

HE'S...FIGHTING THE HOBGOBLIN!

WHAT--?!

HARRY DOESN'T HAVE A CHANCE! HE'S AS GOOD AS DEAD, UNLESS--!

BWAM! BWOOM! BWAM!

MARY JANE, I NEED YOU TO HOLD THE FORT HERE FOR A FEW MINUTES MORE!

BUT, LIZ NEEDS YOU--!

SO DOES HARRY!

THIS HAS BEEN MOST AMUSING, OSBORN, BUT I'VE GROWN TIRED OF TOYING WITH YOU!

I WON'T BEG FOR MY LIFE, HOBGOBLIN!

GO AHEAD! KILL ME IF YOU MUST!

NO!!

FWAK!

MOVE OUT, OSBORN! YOUR WIFE NEEDS YOU!

LEAVE HOBGOBLIN TO ME!

I MANAGED TO CATCH HIM BY SURPRISE, BUT I CAN'T GIVE HIM A CHANCE TO RECOVER!

HE'S ALMOST AS STRONG AS I AM! I'LL HAVE TO HIT HIM WITH EVERY-THING I'VE GOT!

BWOK

÷UGN÷

I'VE ALWAYS FELT PARTIALLY TO BLAME FOR THE CREATION OF THE HOBGOBLIN!

PWAM!

IT'S MY RESPONSIBILITY TO STOP HIM! TO MAKE HIM PAY FOR ALL THE MISERY HE'S CAUSED--!

HE'S NOT GOING TO OUTSMART ME THIS TIME! HE'S NOT GOING TO GET AWAY!

NOT THIS TIME!

PWOK!

PWAPP!

SPIDER-MAN'S GOING WILD! I'VE NEVER SEEN HIM CUT LOOSE LIKE THAT BEFORE!

LIZ--! MARY JANE--!

WE'RE OVER HERE!

I CAN BARELY SEE THEM THROUGH THE SMOKE AND FLAMES!

HURRY--! THE BABY'S COMING!

HARRY--! YOU'RE ALL RIGHT! YOU'RE SAFE!

HANG ON, SWEETHEART! I'LL FIND A WAY TO GET YOU OUT OF HERE!

I SWEAR I WILL!

WHERE *IS* SPIDER-MAN? WE'LL NEVER SURVIVE THIS INFERNO WITHOUT HIM!

SPIDER-MAN! SPIDER-MAN, LISTEN TO ME--! THE FLAMES ARE CLOSING IN!

WE CAN'T HOLD OUT MUCH LONGER!

Y-YOU ARE... BEING *PAGED*, HERO!

Y-YOU MAY HAVE ME AT A DISTINCT DISADVANTAGE NOW..., BUT THE OSBORNS AND MISS WATSON ARE STILL VERY MUCH IN DANGER!

W-WILL YOU RISK THEIR LIVES... BY PROLONGING OUR BATTLE?

DON'T KID YOURSELF, HOBGOBLIN! YOU'RE ALREADY BEATEN!

WHAT'S TO STOP ME FROM WEBBING YOU TO THE NEAREST WALL?

LEAVING ME *HELPLESS*... TO *PERISH* IN THE FLAMES?!

NO, I THINK *NOT!*

YOUR CONSCIENCE WOULDN'T PERMIT IT!

WHAT'S IT GOING TO BE, HERO? *ME*--

--OR *THEM*?!

UGNN-- I CAN BARELY MOVE! THE PAIN--!

THE *JOURNAL!* MUSTN'T FORGET IT! I'VE PAID TOO GREAT A *PRICE* FOR IT!

THE AUTHORITIES *MUSTN'T* FIND ANY OF MY EQUIPMENT INTACT!

ONLY ONE THING TO DO! GOT TO IGNITE MY SPARE COSTUMES--!

BA-ZAT!

THE FIRE WILL QUICKLY SPREAD THROUGH THE ROOM UNTIL--

KA-THAM!

ANOTHER EXPLOSION--! THE FIRE MUST HAVE REACHED HOBGOBLIN'S WEAPON CACHE!

I CAN'T WORRY ABOUT THAT NOW! WE NEED AN EXIT! FAST--!

HEADS UP, PEOPLE--

"--WE'RE MOVING OUT!"

CWAKK!

GOOD GRIEF! THERE WERE PEOPLE *STILL INSIDE*--!

CALL AN AMBULANCE! *QUICK*--! WE'VE GOT A REAL SICK WOMAN HERE!

EASY DOES IT--!

WHO'S THE HUSBAND?

ME!

JUMP IN! YOU CAN RIDE WITH US!

WE'VE ALREADY ALERTED THE HOSPITAL! THEY HAVE AN EMERGENCY TEAM STANDING BY--!

HARRY--?

I'M HERE, LIZ. I WON'T LEAVE YOU AGAIN...EVER!

OH, SPIDER-MAN! IF THEY SHOULD LOSE THE BABY--!

IT'S JUST NOT FAIR! HARRY AND LIZ DIDN'T DO ANYTHING TO DESERVE THIS! WHY SHOULD *THEY* HAVE TO SUFFER?

I CAN'T ANSWER YOU, MARY JANE.

I WISH... I COULD...

ELSEWHERE...

UNN... I NEVER IMAGINED THAT SPIDER-MAN WOULD DEFEAT ME AS THOROUGHLY AS HE DID TONIGHT!

I DIDN'T HAVE A CHANCE! HE COMPLETELY OVERWHELMED ME!

I DESPERATELY NEED REST AND MEDICAL ATTENTION... BUT THAT WILL HAVE TO WAIT!

THIS JOURNAL IS THE GREEN GOBLIN'S FINAL LEGACY TO ME!

ACCORDING TO YOUNG OSBORN, IT'S A COMPLETE LIST OF HIS FATHER'S SECRET HIDEOUTS!

HMM...

BUT, MOMENTS LATER...

I FOUGHT SPIDER-MAN --SUFFERED PAIN AND HUMILIATION-- FOR THIS?!

IT'S USELESS!

I'VE ALREADY LOOTED ALL OF THESE PLACES!

I LEARNED THEIR LOCATIONS FROM OSBORN'S ORIGINAL JOURNALS...

BZZZAT!

...THE JOURNALS DESTROYED BY SPIDER-MAN! *

*IN ISSUE #250!

IT APPEARS THAT I'VE ALREADY TAKEN EVERYTHING OF VALUE THAT WAS LEFT BEHIND BY THE GREEN GOBLIN!

I'M ON MY OWN NOW!

IT'S JUST AS WELL! I'M FAR MORE DEADLY AND CUNNING THAN NORMAN OSBORN EVER WAS!

I'M GOING TO REST AND RECOVER FROM MY INJURIES! AND THEN, I'LL SETTLE ACCOUNTS WITH SPIDER-MAN! HE MUST PAY FOR WHAT HE DID TO ME TONIGHT! HE *WILL* PAY!

SO SWEARS THE HOBGOBLIN!

NEXT: TRADE SECRET!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MILGROM

I DON'T WANT TO DO THIS! I DON'T WANT TO *DO* THIS!

BUT I GUESS I DON'T REALLY HAVE ANY CHOICE!

MAY AS WELL FACE UP TO IT, PARKER!

HMMM! AND AS IF THE TASK I'M FACING WEREN'T BAD ENOUGH, I'M STUCK HAVING TO WEAR MY OLD SPIDEY SUIT!

I SURE GOT SPOILED HAVING A COSTUME THAT WOULD DRESS ME BY ITSELF!

THOUGH I STILL SHUDDER WHEN I THINK THAT THE NEW BLACK AND WHITE SUIT WAS ACTUALLY AN ALIEN SYMBIOTE WHICH WAS TRYING TO GRAFT ITSELF ONTO MY BODY!

WELL IT'S IMPRISONED SAFE AND SOUND AT FANTASTIC FOUR HEAD-QUARTERS NOW--

--SO I'D BETTER FORGET ABOUT THAT AND FACE THE BUSINESS AT HAND.

AND THAT MEANS THAT THE AMAZING SPIDER-MAN HAS TO DO SOME WEB-SLINGING...

...WHICH DOESN'T EXCLUDE MY CLIMBING UP THE SHEER SIDE OF A TALL BUILDING--

--OR LEAPING THROUGH THE AIR WITH THE GREATEST OF EASE--

--ONLY TO CATCH MYSELF AT THE LAST POSSIBLE INSTANT WITH ANOTHER STRAND OF MY INCREDIBLY STRONG, HOME MADE WEB FLUID!

ORDINARILY I COULD REALLY LET MYSELF GO AND JUST ENJOY THIS!

AS LONG AS I'VE BEEN WEB-SLINGING, I STILL GET A HUGE THRILL OUT OF IT--

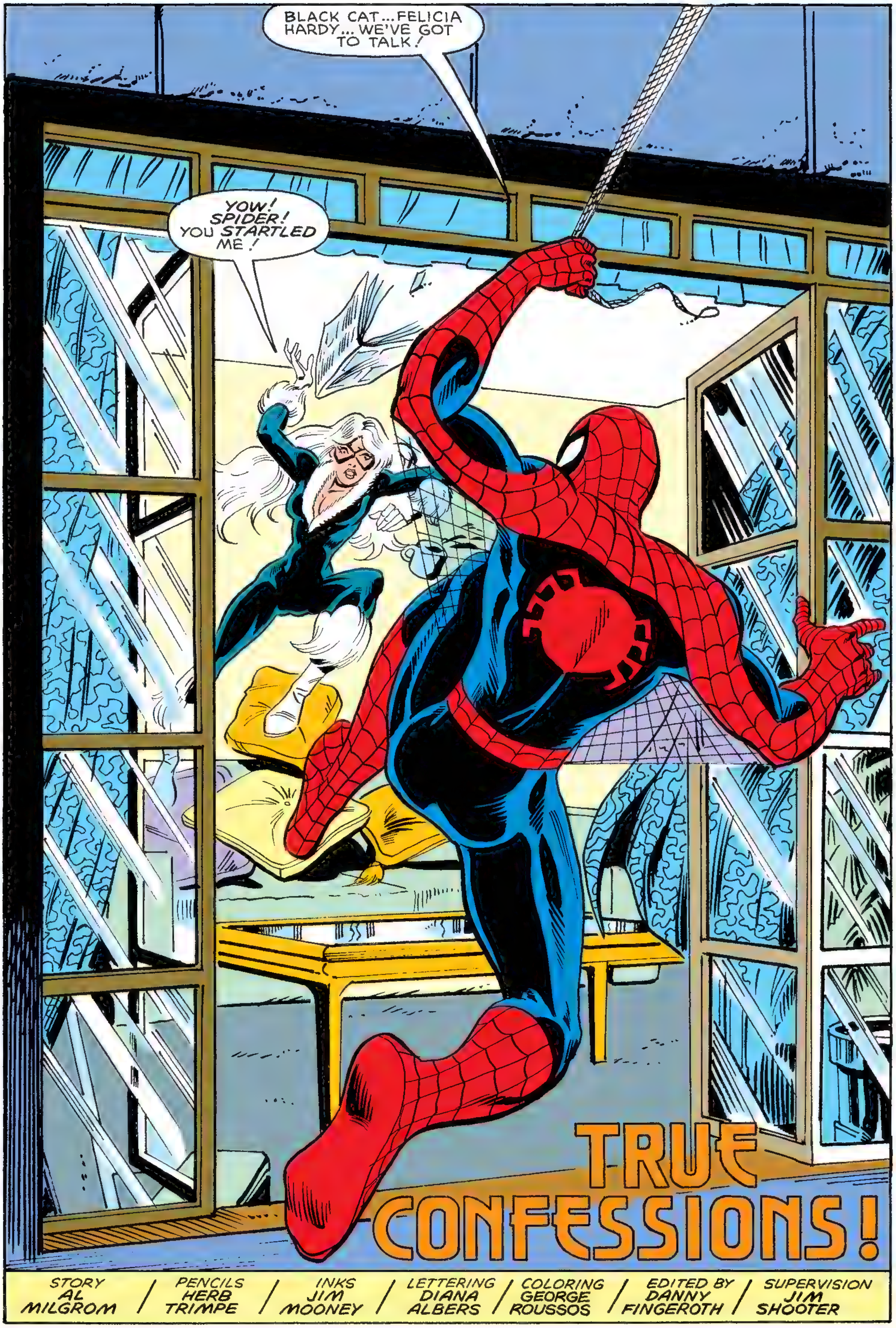
--BUT TONIGHT I'M JUST TOO PREOCCUPIED WITH THE TASK THAT LIES AHEAD OF ME!

I'VE STALLED TOO LONG ALREADY, PUT IT OFF AS LONG AS I DARED...

M-MAYBE SHE ISN'T HOME! MAYBE SHE WON'T BE THERE...

NO SUCH LUCK! THERE'S A LIGHT ON IN THE WINDOW!

THIS IS IT, THEN. I'VE GOT TO GO THROUGH WITH IT...


BLACK CAT... FELICIA HARDY... WE'VE GOT TO TALK!
YOW! SPIDER! YOU STARTLED ME!
TRUE CONFESSIONS!
STORY AL MILGROM / PENCILS HERB TRIMPE / INKS JIM MOONEY / LETTERING DIANA ALBERS / COLORING GEORGE ROUSSOS / EDITED BY DANNY FINGEROTH / SUPERVISION JIM SHOOTER

YOU'RE RIGHT, WE *DO* HAVE TO TALK. WE LEFT TOO MANY THINGS UNSETTLED THE OTHER NIGHT. BUT THAT'S NO REASON TO SCARE ME HALF OUT OF MY SKIN LIKE THAT!

MAKES UP FOR ALL THE TIMES YOU'VE SHOWN UP ON PETER PARKER'S WINDOW SILL UN-INVITED--ENDANGERING MY SECRET IDENTITY

MAYBE SO, BUT I NEVER MADE YOU SPILL COFFEE ALL OVER YOUR CARPET IN THE PROCESS!

ER... YES, WELL...SORRY ABOUT THAT FELICIA! I'LL HELP YOU TIDY UP!

NOW, I THINK IT'S TIME WE SET SOME THINGS STRAIGHT!

AND IF THIS IS GOING TO BE AS HEAVY-DUTY A CONVERSATION AS I EXPECT, I THINK IT BEST THAT WE CAN SEE EACH OTHER FACE TO FACE!

HOLD IT! LEAVE YOUR MASK ON, SPIDER!

WHY?

BECAUSE IF WE'RE GOING TO DO ANY TALKING, LET'S DO IT OUT THERE...IN THE CITY, IN THE NIGHT--WITH THE MOON AND STARS IN THE SKY, AND THE BUILDINGS, WITH ALL THEIR LIGHTS, BELOW!

WELL... OKAY--

--BUT I DIDN'T COME HERE TO ACT ROMANTIC, CAT!

WE'LL SEE, SPIDER.

MEANWHILE, SOME BLOCKS UPTOWN, AT THE TOWERING HEADQUARTERS OF THE KINGPIN OF CRIME, ANOTHER CONVERSATION TAKES PLACE WITH EVEN LESS CHANCE OF A ROMANTIC BENT...

YOU MEAN WITH ALL THE MONEY AND FACILITIES PLACED AT YOUR DISPOSAL, YOU STILL HAVE NOTHING FOR ME?

SINCE MY SUPER-POWERED HENCHMAN, ***THE ANSWER***, DISAPPEARED IN A FLASH OF LIGHT WHEN HE RESTORED LIFE TO THAT MEDDLESOME ***DAGGER*** FEMALE, I FIND MYSELF SORELY PRESSED FOR ENFORCEMENT AGENTS!

I FULLY EXPECT YOU SCIENTISTS TO CREATE ONE FOR ME!

I KNOW THAT THE ANSWER WAS GRANTED HIS POWER BY TECHNOLOGY DEVELOPED BY THE LATE HARLAN STILLWELL, JUST AS I KNOW THAT IN A SUBSEQUENT EXPERIMENT WE USED THAT TECHNOLOGY TO GRANT THE BLACK CAT ***HER*** POWERS.

AND EVEN THOUGH THE DEVICE WE USED WAS DESTROYED WHEN THE BLACK CAT PUT HER POWERS THROUGH THEIR PACES--

--SURELY YOU HAD TIME ENOUGH TO EXAMINE THE DEVICE BEFORE ITS DESTRUCTION TO HAVE GLEANED ***SOME*** KNOWLEDGE OF ITS INNER WORKINGS!

UNFORTUNATELY, KINGPIN, IT WAS FAR TOO COMPLEX A DEVICE FOR US TO FATHOM IN THE SHORT TIME WE HAD TO EXAMINE IT!

HOWEVER, I MAY HAVE STUMBLED ONTO SOMETHING ELSE THAT COULD GIVE YOU THE RESULTS YOU WANT!

WHAT?! WHY DIDN'T YOU SPEAK UP EARLIER?

EEP! I-I DIDN'T WANT TO INTERRUPT YOU, SIR!

SHORTLY...

WHEN ALL THE EXCITEMENT OCCURRED IN YOUR KEEP LAST WEEK--THE ATTACK BY SILVERMANE, THE ARRIVAL OF CLOAK & DAGGER AS WELL AS SPIDER-MAN AND THE BLACK CAT--

ONE OF OUR ADVANCED SURVEILLANCE DEVICES CAPTURED A CLEAR READ-OUT ON CLOAK!

I FED THE DATA INTO THIS RADIATION ANALYZER/DUPLICATER. I'M HOPING THAT IN TIME I CAN REPRODUCE THE USUAL RADIATION LEVELS PRESENT IN CLOAK, AND THUS FIND A WAY TO ARTIFICIALLY MIMIC HIS POWERS!

I SEE.

IS THERE...ANY CHANCE THAT YOU MIGHT BE ABLE TO DO THE SAME WITH DAGGER'S POWERS? FOR HER BODY AND SOUL RESTORING LIGHT POWER IS THE KEY TO RESTORING MY AILING WIFE VANESSA.

I'M SORRY, KINGPIN, BUT NO. OUR DEVICES NEVER GOT A CLEAR ENOUGH READ-OUT ON DAGGER TO ANALYZE HER. AT FIRST HER ENERGY LEVEL WAS TOO LOW TO REGISTER--

--THEN, WHEN SHE GAINED THE ANSWER'S ENERGY, SHE DROVE THE GAUGES BEYOND THEIR CAPACITIES! ALL BUT BLEW THEM OUT!

VERY WELL, THEN. CARRY ON.

YES, SIR.

HMMPH! IMAGINE THAT! HE DIDN'T SEEM AT ALL EXCITED ABOUT THE PROGRESS I'VE MADE.

WELL, I SUPPOSE THAT BETWEEN HIS CONCERN FOR HIS WIFE AND HIS RECENT PROBLEMS WITH MICAH SYNN COMPETING WITH HIM FOR CONTROL OF THE UNDERWORLD*--

*SEE CURRENT ISSUES OF **DAREDEVIL**-- DANNY.

--HE'S TOO PREOCCUPIED TO CARE ABOUT MY EXPERIMENTS. AT LEAST UNTIL I CAN GIVE HIM SOMETHING MORE CONCRETE!

AND NOW THAT THE REST OF THE TECHNICIANS HAVE GONE HOME FOR THE NIGHT, PERHAPS I CAN GIVE HIM THE RESULTS HE WANTS.

ACCORDING TO THESE READOUTS, CLOAK WAS NOT A HUMAN BEING IN THE NORMAL SENSE, HE HAD AN ENTIRELY DIFFERENT SET OF RADIATION FREQUENCIES...AND DIDN'T SEEM TO SHOW MUCH EVIDENCE OF ANY NORMAL PHYSICAL CHARACTERISTICS.

I WONDER HOW HE *GOT* THAT WAY?

WELL, I'VE BEEN GETTING CLOSER AND CLOSER TO REPRODUCING CLOAK'S ENERGY EMANATIONS HERE IN THE LAB. MAYBE THIS TIME, I CAN PUSH IT ALL THE WAY.

YES, I'M GETTING IT! BUT THE MACHINE IS USING VAST AMOUNTS OF ENERGY IN THE PROCESS!

DON'T KNOW HOW MUCH MORE IT CAN TAKE BEFORE THE CIRCUIT BREAKER OVERRIDES CLICK ON!

THE DUPLICATOR IS OVERHEATING-- I CAN'T GUESS HOW MANY MICRO-CHIPS HAVE VAPORIZED.

BUT THERE, THE RADIATION IS POURING OUT OF THE MACHINE-- COALESCING--

--IT'S FORMING A TIGHT CIRCLE OF DARKNESS, ALMOST LIKE THE BLACK HOLES ASTRONOMERS HAVE DISCOVERED IN SPACE!

BUT THIS HOLE DOESN'T SEEM TO HAVE THE HUGE GRAVITATIONAL PROPERTIES OF A TRUE BLACK HOLE, WHICH ARE THEORIZED TO BE FORMED BY THE COLLAPSE OF AN ENTIRE STAR!

YET, NO LIGHT SEEMS TO ESCAPE IT! I-I WONDER WHAT ITS PROPERTIES ARE?

WAIT! NOW THE HOLE IS SHIMMERING-- QUIVERING. THE DRAIN ON THE POWER IS CAUSING IT TO DIMINISH!

I CAN'T BE SURE THE ENERGY DUPLICATER WILL BE ABLE TO ACHIEVE THIS AGAIN, WHAT WITH THE DAMAGE TO ITS INNER WORKINGS.

THIS MAY BE A ONCE-IN-A LIFETIME OPPORTUNITY-- I DARE NOT WASTE IT.

I ONLY HOPE IT ISN'T THE *END*-OF A LIFETIME OPPORTUNITY!

I-I-M STEPPING RIGHT INTO THE BLACKNESS--AND MY FOOT ISN'T COMING THROUGH ON THE OTHER SIDE!

BUT IT'S COLD... SO COLD... I --

AAARRGGH!

AND EVEN AS DR. JOHNATHON OHNN IS SWALLOWED COMPLETELY BY THE DARKNESS, THERE IS A POWER SURGE...

...WHICH CAUSES A CON ED SUB-STATION TO SHORT OUT...

...WHICH CREATES A BLACKOUT!

HEY, WHO TURNED OUT THE LIGHTS?

BEATS ME, LOVER. BUT DOES THIS MEAN WE DON'T HAVE TO HAVE THAT HEART TO HEART?

NO!

OH.

EVEN AS THE CITY IS PLUNGED INTO DARKNESS, OUTSIDE THE HEADQUARTERS OF THE FANTASTIC FOUR, A DARK SHAPE REJOICES IN THE LACK OF LIGHT. FOR IN THE DARKNESS THERE IS SHELTER!

BAXTER BUILDING

125

IT IS THE CREATURE WHICH WAS SPIDER-MAN'S COSTUME.

IT HAS BUT RECENTLY ESCAPED FROM THE CONFINEMENT TUBE REED RICHARDS--THE F.F.'S PLIABLE LEADER --HAD PLACED IT IN.

IT IS A SYMBIOTE--AN ENTITY WHICH MUST FIND A HOST BODY ON WHICH TO LIVE.

--SEEKING THE MAN WHOSE BODY IT IS ATTUNED TO...

NOW IT MOVES CAUTIOUSLY, FURTIVELY THROUGH THE CITY, ALTERING ITS SHAPE AS THE SITUATION DEMANDS--

LE ROOT

...THE BODY OF THE AMAZING SPIDER-MAN!

MAYBE WE *SHOULD* POSTPONE OUR TALK, CAT. THAT BLACKOUT...

YOU'RE *RIGHT*, SPIDER! WITH THAT MOON OUT TONIGHT, IT'S A PERFECT NIGHT FOR LOVERS. IGNORE THE BLACKOUT.

WHAT DO YOU SAY WE CUDDLE UP SOME, AND SEE WHAT YOU GET WHEN YOU CROSS A SPIDER WITH A BLACK CAT, HMMM?

NO, CAT!

YOU MAY WANT TO IGNORE THIS CRISIS, BUT I CAN'T!

WHENEVER THERE'S A BLACKOUT IN THIS CITY, CRIME RUNS RAMPANT. WE WERE GRANTED GREAT POWERS, AND WITH THEM COMES GREAT RESPONSIBILITY!

UNFURLING A SILKEN ROPE FROM BENEATH HER FUR COLLAR, THE BLACK CAT FOLLOWS SPIDEY TO THE DARKENED STREETS BELOW...

"GREAT RESPONSIBILITY," HUH? WHO SAYS SO?

I SAY SO!

SURE ENOUGH, THERE'RE SOME HOODS LOOTING THAT APPLIANCE STORE.

YAY, ACTION! THAT'S SOMETHING I CAN GET BEHIND!

I KNOW THIS IS ALL JUST FUN AND GAMES TO YOU, FELICIA, BUT I CAN'T HELP BUT TAKE IT SERIOUSLY!

YEOW!

HEY!

WHAT'S THAT?

THWIP

SSSS

OH, I ADMIT THAT SOMETIMES I TAKE A RATHER LIGHT-HEARTED VIEW OF CRIME BUSTING IN MY SLIGHTLY SPECTACULAR SPIDEY MANNER--

--HERE'S YOUR OWN *PRIVATE* BLACKOUT, EVIL-DOER--

BUT--

WHAK

YEAH, I KNOW... DEEP DOWN YOU'RE JUST AS SERIOUS AS CAN BE! TELL ME ANOTHER ONE, SPIDER.

OOF!

I BOW TO YOUR EXPERIENCE IN THESE MATTERS, MADAME!

HUH?! I MISSED!

WHOUF!

REALLY, SPIDER, I DON'T SEE WHY YOU FEEL THE PROBLEMS OF THE WORLD HAVE TO BE YOUR PROBLEMS, TOO--

--AH-AH, BOYS MUSTN'T TRY TO CHAIN THE BLACK CAT!

KLUNK!

OOF!

I'VE TOLD YOU BEFORE CAT, BUT IF YOU LIKE I'LL RUN THROUGH IT FOR YOU AGAIN!

YOWCH!

"AS A HIGH SCHOOL SCIENCE WHIZ, I FELT THAT THE ONLY PROBLEMS WORTH WORRYING ABOUT WERE MY OWN PETTY ONES!

"THEN, ONE DAY WHILE ATTENDING A SCIENCE EXHIBIT, I WAS BITTEN BY A RADIOACTIVE SPIDER.

"THAT'S WHEN THINGS BEGAN TO CHANGE FOR ME...

"SOON I FOUND I HAD GAINED THE PROPORTIONATE STRENGTH AND SKILLS OF THE ARACHNID THAT BIT ME...

YOW! THAT SPEEDING CAR ALMOST HIT ME-- BUT I JUMPED TWENTY FEET STRAIGHT UP TO AVOID IT--

--AND NOW I'M CLINGING TO THIS WALL LIKE A-A GIANT SPIDER!

"MY FIRST IMPULSE WAS TO USE MY NEW-FOUND ABILITIES STRICTLY FOR MY OWN BENEFIT--A WAY TO FAME AND FORTUNE!

"IN ALMOST NO TIME, I WAS APPEARING ON T.V., THE TALK OF THE ENTIRE CITY...

SO, WHAT'S WRONG WITH *THAT*? THAT'S THE KIND OF GLAMOROUS EXISTENCE YOU ***DESERVE***, LOVER.

NO GRABBING, BUSTER!

IT WASN'T THAT SIMPLE, CAT!

"JUST AS I WAS LEAVING THE T.V. STUDIO AFTER AN APPEARANCE, A MAN RAN BY ME...

STOP HIM, HE TRIED TO ROB US!

HEY, THAT'S YOUR JOB, POPS, NOT MINE!

BUT I SOON FOUND OUT HOW WRONG I HAD BEEN!

C'MON, DOLL, THE POLICE CAN HANDLE THOSE LOOTERS NOW!

"WHEN I RETURNED HOME LATER, I FOUND THAT MY UNCLE BEN HAD BEEN GUNNED DOWN BY A BURGLAR HE'D SURPRISED IN THE ACT OF ROBBING OUR HOUSE!

"WHEN I CAUGHT THE GUNMAN HE TURNED OUT TO BE THE SAME MAN I'D LET RUN PAST ME AT THE T.V. STATION!

UNCLE BEN RAISED ME, WAS LIKE A FATHER TO ME...AND I HAD INADVERTENTLY CAUSED HIS DEATH!

THAT'S WHEN I REALIZED THAT WITH THE POWER I'D GAINED CAME A GREAT RESPONSIBILITY.

...A RESPONSIBILITY TO USE THAT POWER FOR GOOD...

SO THAT NO MAN COULD EVER ARM AN INNOCENT AGAIN.

THE AWFUL PART IS... NO MATTER HOW MUCH GOOD I DO, NO MATTER HOW MANY CRIMINALS I DEFEAT...

...I CAN NEVER UNDO THE WRONG I'VE DONE-- I CAN NEVER BRING BACK...

...UNCLE BEN!

SPIDER, I...

LOOK THERE, CAT!

A GROUP OF MUGGERS CLOSING IN ON THAT ELDERLY COUPLE...

C'MON, YOU FOLKS GOT SOME MONEY ON YA, RIGHT?

WELL, YA GOTTA PAY A TOLL TO PASS THIS SECTION OF THE PARK ...NAMELY ALL THE CASH YOU GOT ON YOU!

OH, NO! P-PLEASE...

HUH-UH! NOT NICE, GUYS!

SPIDER-MAN!

BESIDES, HAVEN'T YOU BEEN TOLD-- DURING BLACK-OUTS, PEOPLE GET TO WALK TOLL-FREE?

YOU HEARD THE MAN!

WHURF!

NAUGHTY, NAUGHTY! LITTLE MAN MUSTN'T TRY TO HIT SPIDER WITH HIS LEAD PIPE, OR SPIDER WILL HAVE TO WEB LITTLE MAN UP!

THWIP

HUH! SINCE I GOT MY NEW IM-PROVED CAT POWERS, HANDLING GUYS LIKE THESE HAS BECOME ALMOST *TOO* EASY!

PUSS-IN-BOOTS IS NOW FINISHED KICKING BOOTIES!

...ER...THANK YOU, SPIDER-MAN...ER...*YOU* AREN'T GOING TO MUG US NOW, ARE YOU!

≡SIGH≡ NO, FOLKS I'M NOT!

OH, THAT IS A RELIEF! AFTER WHAT WE'VE READ--

I KNOW, I *KNOW!* AFTER WHAT YOU'VE READ IN THE DAILY BUGLE, YOU THOUGHT I'D STEAL YOUR GOLD FILLINGS AND YOUR EYEGLASSES!

LOOK, SPIDER, I UNDERSTAND YOUR FEELINGS ABOUT YOUR UNCLE--I REALLY DO--BUT FRANKLY, I'VE HEARD THE STORY BEFORE, AND IT'S BEGINNING TO WEAR A LITTLE THIN!

I MEAN, ISN'T IT ABOUT TIME YOU UNPACKED SOME OF THAT EMOTIONAL BAGGAGE YOU'RE CARRYING AROUND WITH YOU?

I MEAN, TAKE ME FOR EXAMPLE! MY FATHER WAS A CROOK! A TOP-NOTCH CAT BURGLAR!

MOM TRIED TO KEEP HIS CAREER A SECRET--BUT EVENTUALLY, IT GOT OUT!

I SPENT HALF OF MY LIFE HATING HIM AND THE OTHER HALF TRYING TO EMULATE HIM!

"AS A KID I WAS AN OUTSIDER, CONSTANTLY RIDICULED BY THE OTHER CHILDREN BECAUSE MY DAD WAS A CONVICT.

"WHEN I FOUND I COULDN'T BE PART OF THEIR WORLD, I DECIDED TO BECOME PART OF MY FATHER'S--

"-- AFTER ALL, ISN'T THAT WHAT KIDS DO, TRY TO GROW UP TO BE LIKE THEIR FOLKS?"

JANUS APTS

SO I SET OUT TO BE THE BEST CAT BURGLAR IN THE BUSINESS-- AND I SUCCEEDED!

I LIKED MY LIFE OF CRIME! IT WAS GLAMOROUS AND REWARDING!

I FEEL NO GUILT OR SHAME FOR WHAT I DID--IN FACT, IF I HADN'T FALLEN FOR YOU, I'D STILL BE DOING IT!

BUT CAN'T YOU SEE HOW WRONG THAT IS?

ELSEWHERE, SIMILAR QUESTIONS ARE BEING VOICED...

CAN'T YOU SEE HOW WRONG THIS IS, FLASH?

60 Chez JOSE

WHERE'S THE HARM IN IT BETTY?

YOUR HUSBAND IS AWAY ON ASSIGNMENT FOR THE NEWSPAPER, AND MY RELATIONSHIP WITH SHA SHAN HAS SOURED--

--SO WHAT'S WRONG WITH TWO LONELY PEOPLE HAVING DINNER TOGETHER?

I--I GUESS YOU'RE RIGHT!

SINCE I MARRIED NED, IT SEEMS LIKE I'VE ALWAYS TAKEN A BACK SEAT TO WHATEVER STORY HE'S WORKING ON.

BESIDES, I REALLY HAVEN'T HAD A CHANCE TO THANK YOU PROPERLY FOR SEEING ME SAFELY HOME THROUGH THAT FREAK BLIZZARD WE HAD!*

*SEE SPECTACULAR SPIDER-MAN # 96, AS WELL AS THOR # 350 AND AVENGERS # 249, RESEARCH LOVERS--DANNY.

BESIDES, IT'S NOT AS IF WE'RE DOING ANYTHING ILLICIT!

TRUE, PRETTY LADY, BUT STICK WITH OL' FLASH THOMPSON, AND JUST MAYBE I CAN TALK YOU INTO SOMETHING...

AFTER ALL--A HUSBAND WHO'S NEVER AROUND... A GIRL FRIEND WHO DOESN'T TRUST ME... WHAT KIND OF RELATIONSHIPS ARE THOSE?

CLINK!

HERE'S TO *GOOD FRIENDS*...

CAT, WE'RE MORE THAN GOOD FRIENDS, BUT I STILL CAN'T UNDERSTAND YOU!

YOU DON'T SEEM TO HAVE ANY SENSE OF RIGHT AND WRONG, AND YOU'RE STILL KEEPING SECRETS FROM ME!

WHAT KIND OF RELATIONSHIP IS THAT?!

SECRETS?

YOU KNOW WHAT I MEAN! YOU SUDDENLY ACQUIRED NEW POWERS, AND YOU CONTINUALLY AVOID TELLING ME HOW!

WELL... YOU'RE NO SAINT EITHER! YOU NEVER TOLD ME WHY YOU SWUNG RIGHT *BY* ME THAT NIGHT YOU WENT LOOKING FOR DAGGER--

--AFTER YOU TOLD ME IT WAS TOO DANGEROUS FOR ANYONE TO GO AFTER HER ALONE!

I... I REMEMBER YOU MENTIONING THAT BEFORE*...

* SO DO I! IT WAS IN PPTSS #95--DILIGENT DANNY.

"... BUT TO TELL YOU THE TRUTH, I DON'T REMEMBER THE INCIDENT!

"MY ONLY GUESS IS THAT IT HAPPENED WHEN I WAS ASLEEP!

" I TOLD YOU THAT MY NEW COSTUME TURNED OUT TO BE A SYMBIOTE THAT WAS TRYING TO CONTROL MY BODY... "

IT MUST HAVE BEEN TAKING ME OUT FOR TEST RUNS WHEN I WAS UNAWARE OF IT!

THAT WOULD EXPLAIN WHY I'VE BEEN FEELING SO TIRED LATELY, TOO!

NOW, WHAT ABOUT THE SECRET OF HOW YOU GOT YOUR POWERS?

WHILE THE BLACK CAT HEMS AND HAWS, LET US RETURN OUR ATTENTION TO DR. JOHNATHON OHNN, WHO IS JUST BEGINNING TO REGAIN CONSCIOUSNESS...

UNNHHH! WH-WHERE AM I?

THE LAST I RECALL I WAS IN THE LAB... YES, THAT'S IT!

I STEPPED INTO THAT BLACK SPOT! I-IT MUST HAVE BEEN THE ENTRANCE TO ANOTHER DIMENSION-- A DARK DIMENSION!

THEN HAVE I ACTUALLY SUCCEEDED IN DUPLICATING THE POWERS OF CLOAK?

NO! THIS ISN'T AN ALL BLACK DIMENSION! IT'S... POLKA DOTTED?!

SOMEHOW WHEN THE RADIATION PRODUCED BY THE DUPLICATER BEGAN TO SHIMMER, THE POWER SHORTAGE ALTERED THE WAVE-LENGTH BEING BROADCAST!

I WAS TRANSPORTED TO A PLACE OF HALF DARKNESS AND HALF LIGHT!

I WONDER WHAT PROPERTIES THESE STRANGE DOTS POSSESS?

MORE TO THE POINT, I WONDER IF I CAN EVER GET *HOME* FROM HERE?

AS EAGER AS I WAS TO STUDY THIS PHENOMENON, I FORGOT HOW LITTLE RESEARCH I'D BE ABLE TO DO WITHOUT ACCESS TO MY EQUIPMENT.

BUT WAIT-- OVER THERE...

THAT GROUPING OF SPOTS LOOKS FAMILIAR!

I DO BELIEVE I GLIMPSED IT WHEN I WAS FIRST PROPELLED INTO THIS SPACE--JUST BEFORE I PASSED OUT!

IT'S ALMOST LIKE BEING WEIGHTLESS IN SPACE, BUT IF I MAKE SWIMMING MOTIONS... I SEEM ABLE TO GAIN SOME CONTROL OF THE DIRECTION I DRIFT IN.

PERHAPS BY LAUNCHING MYSELF BACK THROUGH THAT CLUSTER, I CAN RETURN TO MY OWN PLANE! IT'S A LONGSHOT--

--BUT THEN AGAIN, WHAT OTHER CHOICE DO I HAVE?

THAT BIG SPOT... IT LOOKS LIKE IT'S THE RIGHT SIZE TO BE THE ONE I PASSED THROUGH IN THE FIRST PLACE!

WELL, HERE GOES NOTH--

--ING!

I *MADE* IT! I'M *BACK!* BUT WHY IS THE LAB SO DARK?

WHAT?! THE HOLE I PASSED THROUGH IS FADING... DISAPPEARING!

BLAST! THERE GOES MY CHANCE TO STUDY IT AND...

GREAT HEAVENS! LOOK AT ME! I-I'M COVERED WITH SPOTS FROM HEAD TO TOE!

SOMEHOW THAT CLUSTER OF SPOTS I PASSED THROUGH IN THE OTHER DIMENSION HAS ADHERED TO ME!

MUST BRUSH THEM OFF ME, NO TELLING WHAT EFFECT THEY'RE LIABLE TO HA...

MY HAND!!

WHAT'S HAPPENED TO MY HAND?!

WHILE OUTSIDE, JUST AS THE CIRCLE OF DARKNESS FADES FROM OUR DIMENSION...

ALL RIGHT, SPIDER, IF YOU'RE THAT DETERMINED TO FIND OUT WHERE I GOT MY POWERS, I WON'T LEAVE YOU IN THE DARK ANY--

--LONGER?!

PRAISE THE LORD, I SAW THE LIGHT!

NEW Boppo COLA

C'MON, FELICIA, STOP STALLING! WITH THE BLACKOUT OVER, THERE SHOULDN'T BE ANY MORE EMERGENCIES TO INTERRUPT US!

WELL, THE TRUTH IS, I GOT MY POWERS FROM... THE KINGPIN!

THE KINGPIN OF CRIME?! BUT HOW? AND MORE IMPORTANTLY... WHY?!

THE "HOW" PART I DON'T REALLY UNDERSTAND! HE HAD SOME MACHINES AND SOME DRUGS THAT GAVE ME MY CAT-LIKE ABILITIES.

THEY ENHANCED MY STRENGTH, SPEED AND AGILITY-- AND GAVE ME A "BAD LUCK" FACTOR THAT CAUSES HARM TO BEFALL ANYONE, OR ANYTHING THAT TRIES TO HARM ME!

AS FOR THE "WHY", I SHOULD THINK YOU'D KNOW THE ANSWER TO THAT!

I DID IT, FOR *YOU*, SPIDER!

NEW Boppo COLA

WHAT?!

OF COURSE. I WANTED TO BE WITH YOU, SHARE YOUR ADVENTURES. BUT YOU FEARED FOR MY SAFETY!

THE ONLY WAY I COULD KEEP UP WITH YOU WAS TO GAIN POWERS THAT WOULD PUT US ON AN EQUAL FOOTING! I WENT TO EVERY SUPER HERO GROUP IN TOWN, AND NO ONE WOULD HELP ME. FINALLY, AS A LAST RESORT, I WENT TO THE KINGPIN!

I FINALLY FIGURED, WHAT DIFFERENCE DID IT MAKE *WHERE* I GOT THEM, AS LONG AS I *GOT* THEM!

ARE YOU CRAZY? THE KINGPIN DOESN'T GIVE ANYTHING AWAY! WHAT DID HE DEMAND IN RETURN FOR THOSE POWERS?

WELL, HE MADE ME HELP THE ANSWER STEAL SILVERMANE'S BODY FROM THE MORGUE--BUT NOBODY GOT HURT, AND NOW MY DEBT IS PAID!

BUT LOTS OF PEOPLE *WERE* HURT, FELICIA! YOU'RE JUST LUCKY THAT NO ONE GOT *KILLED* WHEN SILVERMANE WAS BROUGHT BACK TO LIFE AND WENT ON A RAMPAGE! AND BESIDES, WITH A GUY LIKE THE KINGPIN, YOUR DEBT'S NOT PAID 'TIL *HE* SAYS IT IS!

I CAN'T BELIEVE YOU WERE SO IRRESPONSIBLE!

I'VE GOT HALF A MIND TO GRAB YOU AND TRY TO SHAKE SOME SENSE INTO THAT EMPTY HEAD OF YOURS--!

HEY! WHY IS MY SPIDER-SENSE TINGLING ALL OF A SUDDEN?

YOW! THE ROOF--GIVING WAY BENEATH MY FEET!

GOT TO GET CLEAR!

THWIP!

SNAGGED THAT WATER TOWER WITH MY WEB LINE. NOW I'LL JUST PULL MYSELF CLEAR BEFORE THE ROOF COLLAPSES ALTOGETHER!

THERE, DID IT! NOW I'LL JUST PERCH ON THE SIDE OF THE TOWER AND...

CRASH!

NO! THE BOARDS ARE ROTTEN! THEY'RE SHATTERING!

SPIDER! ARE YOU ALL RIGHT? LET ME--

STAY BACK, FELICIA!

WHAT?! BUT WHY?

DON'T TOUCH ME! YOUR BAD LUCK POWERS MUST HAVE CAUSED THIS!

THAT'S IMPOSSIBLE! THEY ONLY WORK WHEN SOMEONE TRIES TO ATTACK ME! AND YOU--

AND I SAID I FELT LIKE SHAKING SOME SENSE INTO YOU!

BUT THAT WAS NO REASON TO USE THE POWER ON ME!

I *DIDN'T* USE THE POWER ON YOU SPIDER! THE TRUTH IS I...ER... DON'T REALLY HAVE ANY CONTROL OVER THAT PART OF MY POWER!

IT JUST SORT OF...HAPPENS!

BUT IF YOU'RE OVER BEING UPSET WITH ME, I'M SURE IT WON'T AFFECT YOU AGAIN!

LET ME HELP YOU UP!

WELL... OKAY.

THERE--SEE? YOU'RE SAFE AND SOUND NOW.

BUT A LITTLE DAMP!

OH, WELL, NOBODY'S PERFECT!

OH, SPIDER, I WOULD NEVER HURT YOU PURPOSELY. YOU KNOW THAT!

I GAVE UP CRIME FOR YOU--

--I GAINED THESE POWERS FOR YOU--

--AND I GAVE MY HEART TO YOU!

DON'T TURN ME AWAY!

CAT, I...

I'VE GOT A LOT TO THINK ABOUT! WE BOTH DO! I THINK I'D LIKE TO BE ALONE TONIGHT!

ALL RIGHT, SPIDER. I UNDERSTAND.

AND TOMORROW NIGHT...?

TOMORROW NIGHT I THINK WE'D BETTER GO AND PAY A CALL ON THE KINGPIN--

--AND TRY TO LEARN ONCE AND FOR ALL JUST WHAT SORT OF "GIFT" THESE POWERS HE GAVE YOU REALLY ARE!

O-OKAY, LOVER! WHATEVER YOU THINK IS BEST!

UNTIL TOMORROW NIGHT THEN, SPIDER, MY LOVE!

TILL TOMORROW NIGHT, CAT!

SPIDER SEEMED SO DISTANT! BUT I GUESS HE'S JUST GOT A LOT ON HIS MIND!

THE WAY HE KISSED ME, I KNOW HE LOVES ME! HE COULD NEVER LEAVE ME!

I LOVE HER, I REALLY DO. BUT SHE'S SO TOTALLY AMORAL-- AND SO IN LOVE WITH MY COSTUMED IDENTITY AND NOT THE REAL ME...

I LOVE HER, BUT CAN I REALLY STAND TO STAY WITH HER--? SPEND MY LIFE WITH HER?

I DON'T KNOW... I JUST DON'T KNOW!

WHILE IN THE LAB AT THE KINGPIN'S HQ...

IF WHAT I THINK IS TRUE, THESE SPOTS MAY WELL GIVE ME THE POWER TO DEFEAT ANYONE!

BUT BEFORE I REVEAL MY DISCOVERY TO THE KINGPIN IT SEEMS ONLY FITTING I *TEST* THAT POWER!

IF ONLY ONE OF HIS ENEMIES WOULD PRESENT HIMSELF-- THAT WOULD BE A FITTING TEST!

IF ONLY MICAH SYNN, OR DAREDEVIL WOULD ATTACK-- OR BETTER YET, *SPIDER-MAN!*

YES, SPIDER-MAN! WITH HIS POWERS HE WOULD BE THE GREATEST TEST OF ALL!

THE GREATEST TEST OF ALL, IN A LITTLE TALE WE LIKE TO CALL...

NEXT SPIDEY-ON-THE-SPOT!

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MARVEL TEAM-UP®

SPIDER-MAN®

AND

CANNONBALL™

Stan Lee PRESENTS:

THE INCANDESCENT MAN

OH, STEVE! FROM WAY OUT HERE, WITH THE DUSK ALL AROUND US AND THE CITY LIGHTS SHINING...

... MANHATTAN SEEMS SO... PEACEFUL! AND *SAFE!* NOT AT ALL LIKE THE STORIES WE GET BACK HOME IN TULSA!

THAT'S WHY US NEW YORKERS KEEP STATEN ISLAND AROUND! SO WE CAN RIDE OUT ON THE FERRY AND IMPRESS OUR GIRLS!

US NEW YORKERS? STEVE... YOU'RE PLANNING TO STAY?

LOUISE SIMONSON
WRITER
BRET BLEVINS
PENCILER
MIKE ESPOSITO
INKER
JANICE CHIANG
LETTERER
GEORGE ROUSSOS
COLORIST
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR IN CHIEF

I'VE GOT TO, SUE! IF I'M GONNA BE AN ILLUSTRATOR, THIS IS WHERE I'VE GOTTA BE!

I WAS KINDA HOPING YOU'D BE HERE WITH ME?

OH...! WELL... I-IT IS BEAUTIFUL!

NOT NEAR AS BEAUTIFUL AS YOU ARE, BLUE EYES!

LOOK! THE FERRY'S ABOUT TO DOCK! THIS IS THE BEST PART!

LEAN WAY OUT OVER THE RAIL AND LOOK DOWN!

SOME GUYS BUNGLE THE DOCKING BUT SOME GUYS SLIDE IN REAL SMOOTH!

STEVE, LOOK! SOMETHING'S FLOATING DOWN THERE! IT'S--

EEEEEEE

MINUTES LATER...

GET IT UP ON DECK! THAT'S THE WAY!

FROM THE TOP DECK, IT LOOKED LIKE A BODY!

IT IS A BODY... ISN'T IT?

I DON'T KNOW! I--

I CAN'T LET G--

AARRGGHH!

THAT *THING*! IT'S STAGGERING UP...

LOOK! IT'S REACHING OUT AND--ALL THE ELECTRICITY IN THE DOCK! IT'S DRAINING IT *INTO* ITSELF!

"IT'S GLOWING NOW, SUE--LIKE... LIKE AN *INCANDESCENT MAN*!

"AND IT'S BLACKED OUT THE WHOLE DARN DOCK!"

MEANWHILE, ALONG FIFTH AVENUE...

SAKS & COMPANY

AH DON'T KNOW! SHE LIKES *PINK* FER SURE!

AN' FLOWERS! AN' FEATHERS! AN'...

AH! 'COURSE MAH HAIR'S A LITTLE SHORTER'N HERS...

...BUT IT SEEMS NEAR PERFECT!

IT'S A LOVELY HAT, YOUNG MAN!

THANKS! IT'S FOR MAH *MOM!*

SHE CAME HERE ONCE FROM KENTUCKY WHEN SHE WAS YOUNG...

...AN' SHE ALWAYS SAID SAKS HAD BEAUTIFUL THINGS! BUT SHE WAS TOO POOR THEN T'DO MORE'N LOOK! AH FIGURE SHE *DESERVES* IT!

THAT'S $54.11!

I-IT SAID $49.99!

SALES TAX.

OH! UH... *HERE!*

WELL, THAT 'BOUT CLEANED ME OUT, BUT IT'S WORTH EVERY HOUR IT TOOK T'EARN THE MONEY!

MOM ALWAYS FANCIED HATS, BUT SINCE DADDY DIED, THERE HASN'T BEEN MUCH MONEY FOR LUXURIES!

AN' MAH BEIN' IN THE *NEW MUTANTS* AN' HAVIN' TO LEARN TO CONTROL MAH POWERS AT PROFESSOR XAVIER'S SCHOOL...

...KEPT ME FROM TAKIN' MAH PLACE AS MAN OF THE FAMILY AN' EARNIN' SOME! BUT IT DIDN'T STOP ME FROM BUYIN' THIS *HAT!*

'COURSE PROFESSOR X'S BEEN SENDIN' MONEY TO HER REGULAR, BUT MOM'S TOO PROUD T'TAKE MUCH HELP!

JUST AS WELL! AH'M GONNA FLUNK OUT, AH JUST KNOW IT! AH JUST MIGHT BE DELIVERIN' THIS HAT PERSONALLY!

GOLLY! WOULD YOU LOOK AT *THAT!*

SPIDER-MAN!

WOW! HE'S A GREAT GUY, TOO, THE WAY HE HELPED US *NEW MUTANTS* BACK WHEN BOBBY AN' RAHNE WERE KIDNAPPED!*

BUT HE ACTS LIKE HE OWNS THE WHOLE **TOWN!**

IT MAKES *ME* NERVOUS T'BE IN AN ELEGANT STORE LIKE SAKS, T'EVEN BE IN MANHATTAN...

*TEAM UP ANNUAL #6-- DANNY.

AH GUESS HE SORT OF *DOES!* HIS PICTURE'S IN THE ***BUGLE*** ALL THE TIME! HE'S ***FAMOUS*** AN' GLAMOROUS AN' AGILE AN'...

...AN' EVERYTHING I'LL ***NEVER*** BE! I'LL BET ***SPIDER-MAN*** NEVER HAS TO WORRY ABOUT MUNDANE STUFF LIKE ***SCHOOL*** AND ***SALES TAX!***

MAYBE I SHOULDN'T HAVE QUIT SCHOOL! I LOVED BIO-PHYSICS!

BUT A GUY HAS TO EARN A LIVING AND I COULDN'T BE A GRAD STUDENT AND SPIDER-MAN *AND* A PHOTOGRAPHER!

IT WAS TOO MUCH! I HAD TO *CHOOSE!*

IF ONLY I COULD EXPLAIN THAT TO AUNT MAY! BUT IT'D KILL HER TO LEARN I'M *SPIDER-MAN!*

AND RIGHT NOW SHE'S SO MAD THAT I QUIT GRAD SCHOOL, SHE'S NOT SPEAKING TO ME, ANYWAY!

HEY! HER BIRTHDAY'S COMING UP! MAYBE IF I GOT HER A REALLY SPECTACULAR *PRESENT...*

WHO'M KIDDING? UNLESS I SELL MY LATEST SHOTS OF ME STOPPING SOME MUGGERS, I'LL BE EATING PEANUT BUTTER AND SALTINES FOR A WEEK!

MIGHT AS WELL FINISH OFF THE ROLL.

ON A CLEAR NIGHT LIKE THIS WITH THE CITY LIGHTS BLAZING, I GUESS NEW YORK'S MY KIND OF TOWN!

KLIK!

WHIRRR!

RATS! I'M GONNA BE LATE! I PROMISED ROBBIE I'D BE AT THE BUGLE AT EIGHT SHARP!

AND IT'S NOT GOOD POLICY FOR A FREE-LANCER TO KEEP HIS EDITOR-IN-CHIEF WAITING!

MY BLACK COSTUME* SURE MADE IT EASIER TO MAKE THE SWITCH FROM SPIDEY TO *PETER PARKER*, FREE-LANCE PHOTOGRAPHER...

...BUT THE THOUGHT THAT IT WAS A SENTIENT ALIEN PARASITE THAT WAS TRYING TO TAKE ME OVER...! IT STILL GIVES ME THE SHUDDERS!

*ACQUIRED DURING THE *MARVEL SUPER-HEROES SECRET WARS*--DANNY.

WELL, IT'S SAFELY IMPRISONED IN THE BAXTER BUILDING NOW! AND IF ANYONE CAN HANDLE IT, REED RICHARDS CAN!

HI, ROBBIE!

YOU'RE LATE, PETE!

CHEER UP, ROBBIE! WAIT'LL YOU SEE THESE SHOTS!

REMEMBER, IF THEY'RE SPIDER-MAN PIX, UNLESS THEY'RE REALLY ***SPECTACULAR***, I'M PROBABLY NOT GONNA BE INTERESTED.

THE PUBLIC'S BORED WITH SPIDER-MAN, UNLESS HE'S FIGHTING SOMEONE REALLY DANGEROUS LIKE THE SCORP--

HEY-- LET ME GET 'EM DEVELOPED ***BEFORE*** THE LECTURE, OKAY?

AND SOON...

SHEESH! WHAT A GROUCH! THEY ***ARE*** A LITTLE FUZZY, THOUGH!

SPIDER-MAN-- FIGHTING MUGGERS? SORRY, BUT NO THANKS. BESIDES THEY'RE OUT OF FOCUS. YOU REALLY OUGHTTA SHARPEN UP YOUR TECHNIQUE!

WHY NOT FIND NEW SUBJECTS, PETE? LIKE I TOLD YOU BEFORE, TRY SHOOTING SOME ***OTHER*** HEROES?

THE CITY SHOTS ARE ***BETTER*** THOUGH! ALL THE PASSION OF YOUR OTHERS, BUT... GREAT TECHNIQUE!

IT'S ALMOST LIKE THEY WERE TAKEN BY SOME-BODY ELSE!

AGONIZING MINUTES LATER...

RATS! OF ***COURSE*** THE CITY SHOTS WERE BETTER! I ***TOOK*** THOSE! IT'S A MIRACLE ***ANY*** OF MY ***SPIDEY*** SHOTS COME OUT...

...WITH MY CAMERA WEBBED TO A WALL CLICKING AWAY ON AUTOMATIC!..

HEY, LOOKS LIKE A CHUNK OF CHELSEA-- MY NEIGHBORHOOD IS-- BLACKED OUT! THERE COULD BE LOOTING!

SO WHY SHOULD I CARE! THE PUBLIC'S ***BORED*** WITH SPIDEY-- REMEMBER?

NO! I'M A HERO-- NOT AN ENTERTAINER!

I IGNORED TROUBLE ONCE, LET A BURGLAR ESCAPE, AND MY UNCLE BEN DIED BECAUSE OF IT!

I CAN'T LET THAT HAPPEN AGAIN! EVER!

CHELSEA, IN LOWER MANHATTAN, HAS SHUT DOWN.

LIGHTS FROM NEON SIGNS, FROM LOFTS AND STREET LAMPS AND TRAFFIC LIGHTS PUNCTUATE THE DARKNESS...

...AND PULSE WITH ELECTRICITY, PROVIDING A RARE FEAST...

...FOR THE INCANDESCENT MAN!

WHILE, IN THE CATSKILL MOUNTAINS...

HE'S OUT THERE SOMEWHERE--AWAKE AGAIN! I CAN FEEL IT!

AWAKE, ALIVE...AND HUNGRY! BUT NOT STRONG ENOUGH FOR MY INSTRUMENTS TO LOCATE HIM--YET!

PING!

AH, MANHATTAN! OF COURSE! THERE'S MORE ELECTRICITY THERE THAN ANY OTHER CITY IN THE WORLD!

MY HOVER-CRAFT AND MY EQUIPMENT IS ALL READY!

I'VE GOT TO GET THERE--FAST--BEFORE HE SLIPS FROM MY GRASP AGAIN!

WHUP. WHUP. WHUP!

MEANWHILE...

AH'D GET LOST FOR SURE IF AH RODE THE SUBWAY! AH'M HALFWAY THERE, ALREADY! BUT, MAN, MAH CITY SHOES ARE KILLIN' ME!

WISH AH COULD JUST BLAST OFF AN' FLY T' PORT AUTHORITY BUT THAT'D REVEAL MAH SECRET IDENTITY!

'SIDES, AH CAN'T TURN TOO WELL!

AH'D PROB'LY CRASH INTO SOMETHIN' AN' GIVE MUTANTS A WORSE NAME THAN THEY ALREADY--

HEY, WHAT'S GOIN' ON?

AH'VE HEARD NEW YORKERS'RE *PUSHY*, BUT THIS IS RIDICULOUS!

WHILE ABOVE...

THE LIGHTS ARE OUT ALL IN A LINE DOWN BROADWAY! INTERESTING!

AH! ANOTHER BLOCK FLICKERS AND DIES!

HE SEEMS TO BE MOVING IN A STRAIGHT LINE TOWARD *TIMES SQUARE!*

WONDERFUL! I'LL HAVE PLENTY OF MANEUVERING ROOM THERE! HE WILL SOON BE *MINE!*

AND WHEN HE IS, *PROJECT PEGASUS* WILL REGRET THEY EVER CREATED HIM!

AND, EN ROUTE TO CHELSEA...

MAYBE ROBBIE'S RIGHT! MAYBE I SHOULD TAKE PHOTOS OF *ANOTHER* GUY IN ACTION!

FOR SURE I'LL GET BETTER SHOTS! I MIGHT AS WELL ADMIT IT. IT'S BECOME KIND OF A CHALLENGE.

LOOKS LIKE THIS BLACKOUT REALLY *DID* SET OFF A RIOT! I JUST HOPE I CAN TAKE PICTURES THAT WILL SHOW UP.

GOLLY, *SPIDER-MAN!*

MAYBE THIS IS MORE THAN ORDINARY RUSH-HOUR JOSTLING!

EXCUSE ME, MISTER! WHAT'S GOIN' ON UP THERE?

SOME SORTA *MONSTER,* KID, HEADING INTO TIMES SQUARE!

PROBABLY ONE A' THEM *MUTANT MENACES* I BEEN READIN' ABOUT IN THE PAPERS!

A *MONSTER,* GOLLY! FOLKS MIGHT GET HURT!

THANKS, SIR! NICE TALKIN' TO YOU!

AND SAM GUTHRIE IGNITES THE THERMO-CHEMICAL REACTION THAT TRANSFORMS HIM INTO AN INVULNERABLE LIVING CANNONBALL...

... AND ROCKETS HIM TOWARD TIMES SQUARE...

HOLY COW!

ENJOY Coca-Cola

8:07

SUPERFAB MARVO

BITE

PALACE *La Cage aux folle*

SOLOME

HALT! HALT OR WE'LL SHOOT!

BLADES OF CINAMINOD

AH *KNOW* PROFESSOR X'S REAL DISAPPOINTED IN ME!

THE OTHER *NEW MUTANTS* CAN MOSTLY CONTROL THEIR POWERS NOW. BUT ME? AH CAN BARELY TURN!

BUT MAYBE, THIS TIME, A TURN'LL BE ALL I *NEED!*

FIRE!

BLAM!

BLAM!

HEY, CASEY! THOSE BULLETS AREN'T DOIN' NUTHIN'...

"...'CEPT MAKIN' HIM *MADDER!!!*

THE INCANDESCENT MAN WHIPS OUT A GLOWING HAND AND *LIGHTNING* LASHES TOWARD THE BLUE-CLAD OBSTRUCTIONS...

SPOT

OOF!

ATHLETIC

SORRY, SIR!

SPLASH!

CRASH!

AH WAS SCARED YOU'D BE *FRIED!*

AH SMASHED THAT HYDRANT! RATS!

H-HEY! IS HE--- *SHRINKING?*

GGGRRRRR!

OH NO! MOMMA'S *HAT!*

CLIK
WHIRRRRR

GOT SOME GREAT ANGLES ON THE KID SAVING THE COPS! AND WITH THAT MONSTROUS FIGURE CHASING HIM!

MAN, WHAT SHOTS! ROBBIE'S GONNA *PLOTZ* WHEN HE SEES THESE! MAYBE I'LL MAKE IT AS A PHOTOGRAPHER, AFTER ALL!

THAT GUY MIGHT BE SHRINKIN' LIKE THE WICKED WITCH O' THE WEST, BUT THAT'S NOT STOPPIN' HIM!

AN' IT SEEMS LIKE HE KNOWS WHO CAUSED ALL HIS TROUBLES!

CLIK
WHIRR

MONSTER'S RUNNING PAST ME, FOLLOWING THE KID! ONE MORE SHOT AND...

LOOKS LIKE HE'S GAININ' ON ME!

JUST HOPE AH CAN REACH MAMA'S *HAT* 'FORE IT REACHES *ME!*

THWIP!

NOW!

THAT'LL HOLD HIM FOR ALL OF *FIVE SECONDS!* BUT IT SHOULD BE ENOUGH TO--

MY *HAT!*

GOT IT?

YEAH! THANKS!

WE SHOULD BE SAFE NOW UP HERE, *CANNONBALL,* AT LEAST FOR A WHILE!

VOX

YOU *REMEMBER* ME? GOLLY!

I'VE MET *ALL* YOU *NEW MUTANTS*-- REMEMBER? AND HOW MANY GUYS *ARE* THERE WHO CAN BECOME A HUMAN ROCKET, ANYWAY?

NOT MANY THAT'RE AS BAD AT IT AS AH AM!

AH SURE MADE A BOTCH OF THINGS--NOT BEIN' ABLE TO TURN TOO WELL AND SMASHIN' THE HYDRANT AN' ALL!

AH'M ALWAYS DOIN' THINGS LIKE THAT! AT THIS RATE, AH WON'T BE A *NEW MUTANT* FOR LONG!

PROFESSOR XAVIER'S GONNA FLUNK ME OUT... AH JUST KNOW IT!

AND THE HAT?

OH *THAT!* IT'S A PRESENT FOR MAMA!

THANKS FOR SAVIN' IT--AN' ME!

I DUNNO, CANNONBALL! SEEMS LIKE YOU WERE DOING OKAY TO *ME!*

LOOK!

HE *IS* GETTIN' SMALLER!

YEAH! HE SEEMS TO BE MADE OF *ELECTRICITY!*

AND *CITY WATER*--WITH ITS HIGH MINERAL CONTENT--IS A GREAT CONDUCTOR!

LOOKS LIKE IT'S DRAINING THE ELECTRICITY FROM HIM!

GOLLY!

HE IS A LITTLE MORE THAN A SHADOW WHEN, FINALLY, HE STAGGERS FROM THE SPRAY OF WATER...

... HUNGERING... **STARVING** FOR POWER!

TIMES SQUARE BLAZES BEFORE HIM-- AN ELECTRONIC **BANQUET**...

...AND THE **INCANDESCENT MAN** GORGES HIMSELF!

PALAC

La Cage aux Folies

HOLY COW! HE'S CALLIN' THE **ELECTRICITY** TO HIM!

YEAH! AND HE ABSORBED IT-- **ALL** OF IT!

NO KIDDIN'! IN ALL TIMES SQUARE, HE'S THE ONLY LIGHT LEFT BLAZIN'! AN' HE'S BIGGER THAN EVER!

HOW IN SAM HILL'RE WE GONNA **STOP** HIM!

WHUP-WHUP-WHUP!

THIS MAY BE WISHFUL THINKING, BUT MAYBE THE CAVALRY HAS ARRIVED!

YEAH! BUT WHAT CAN A **'COPTER PILOT** DO? USE THE WIND FROM HIS BLADES TO BLOW THAT GUY OUT LIKE A CANDLE?

LOOKS LIKE IT'S LOWERING SOMETHING... A **NET?**

WHUP-WHUP-WHUP! WOOOOSH!

AW GEEZ, NOT AGAIN!

THE **DAMPER NET** IS CONSTRUCTED OF HEAT-RESISTANT, NON-CONDUCTING FIBERS..,

...BUT FOR ALL THEIR TOUGHNESS, THEY MAY NOT BE ENOUGH!..

FOR HOW COULD THEIR MAKER KNOW THAT THE **INCANDESCENT MAN** WOULD BE POWERED BY ALL OF TIMES SQUARE?

SLOWLY, BIT BY BIT, THE FIBERS MELT...

...UNTIL THE **INCANDESCENT MAN** HANGS SUSPENDED BY SEVERAL MELTING, TENUOUS THREADS...

WHILE BELOW...

GOTCHA!

RATS! THE ONLY WAY AH CAN STOP IS TO RUN INTO SOMETHIN', BUT **THAT'S** VALUABLE PROPERTY! AH *CAN'T*--

COME **ON, GUTHRIE,** DARN IT, **TURN!**

CRASH!

WHEW! AH *DID*-- UH-OH!

HOPE THAT STATUE WASN'T AN ANTIQUE!

AT LEAST MAH **CANNONBALL** FORCE-FIELD MAKES WHATEVER AH'M CARRYIN' AS INVULNERABLE AS IT MAKES **ME**, OR MAMA'S HAT'D BE A GONER!

GOTTA STRAIGHTEN OUT! THE **SUBWAYS**'RE DOWN **BELOW**! IF AH SMASH INTO *THEM*, PEOPLE MIGHT GET *HURT*!

OH, GOLLY! WHAT AM AH GONNA *DO*?

WHOA! THE *MONSTER*! AH ALMOST *FORGOT*!

THE 'COPTER GOT HIM, ALL RIGHT, BUT HE'S PRETTY NEAR MELTED HIS WAY OUTTA THAT NET! ANY SECOND NOW...

THE *WATER*, CANNONBALL!

REMEMBER WHAT HAPPENED WITH THE *HYDRANT*!

TACKLE THAT MONSTER BEFORE HE FALLS AND GET HIM INTO THE HUDSON!

THE RIVER WATER'LL DRAIN HIS POWER!

UH... RIGHT!

HERE, SPIDEY-- CATCH!

IF THIS DOESN'T WORK OUT LIKE WE HOPE, SEE THAT MAH MAMA GETS THE HAT!

NOW THAT'S A SHOT ROBBIE'LL PAY BIG BUCKS FOR! BETTER GRAB MY CAMERA--FAST!

GOTCHA!

AS CANNONBALL HITS, THE INCANDESCENT MAN LOOSES A BARRAGE OF LIGHTNING SO SPECTACULAR...

...THAT THE HOVERCRAFT'S SHIELDING CANNOT WITHSTAND IT.

DOWN... DOWN IT SPIRALS... MOTOR RUNNING, THREATENING TO SPIN OUT OF CONTROL...

...WHILE ITS PILOT FIGHTS IT EVERY INCH OF THE WAY...

CLIK-WHRRR! CLIK-WHRRR!

MAN! I'M GETTING SOME SPECTACULAR SHOTS! THIS IS--

SPIDEY!

HUH?

WHICH WAY IS THE HUDSON?

THAT WAY!

THWIP!

MAYBE SHOOTING PIX OF CANNONBALL *WASN'T* SUCH A HOT IDEA! I GOT SO INVOLVED IN RECORDING IT ALL...

...THAT I ALMOST FORGOT TO *DO* ANYTHING!

THAT CHOPPER PILOT MADE A GAME TRY AT STOPPING THE MONSTER.

HE DESERVES BETTER THAN TO CRASH INTO TIMES SQUARE WHILE THE WOULD-BE-RESCUER RECORDS HIS DESCENT!

I WONDER HOW *CANNONBALL'S* MAKING OUT?

CRASH! WHAM! BASH!

OH, GOLLY! AH SURE HOPE THAT'S THE *RIVER* UP AHEAD! AH DON'T KNOW IF MANHATTAN CAN *TAKE* MUCH MORE OF MAH RESCUIN'!

WHILE UP ABOVE, SPIDEY LEAPS TO THE WOBBLING HOVERCRAFT, AND...

THUMP!

WHAT ARE YOU *DOING*? TRYING TO GET KILLED, *TOO*?

GET AWAY!

HOW CAN WE GET THIS CRATE DOWN SAFELY?!

WE *CAN'T!* THE LIGHTNING SHORTED OUT THE SHIP'S ELECTRICAL SYSTEM AND THE STABILIZER'S SHOT!

THE DOORS ARE STUCK SHUT, MANUAL OVERRIDE'S OUT, TOO!

I'M TRYING TO GET THIS THING TO CRASH WHERE IT WON'T *KILL* ANYONE-- AND YOU'RE NOT HELPING! SO *GET OFF!*

I'M GETTING OFF, ALL RIGHT...

...AND *YOU'RE* COMING WITH ME!

RIIIPPP!

YOU MEAN YOU HAVEN'T HEARD OF THE FABLED STRENGTH OF THE SPECTACULAR--

YOU *IDIOT! DON'T!* IT'S *UNSTABLE!* IT'LL *ROLL!* YOU'LL--

EEEEEEEE

YOW!

YEP! IT'LL ROLL ALL RIGHT!

MEANWHILE...

WA-HOOOO! THE RIVER-- AT LAST!

END OF THE LINE, MISTER! EVERYBODY OUT!

SPLAASH-- SZZZKK!

WITH A SPECTACULAR FLASH, THE POWER DRAINS FROM HIM...

...AND THE INCANDESCENT MAN IS NO MORE!

HOLY COW! NOT AGAIN!

NOW AH'M ROCKETIN' STRAIGHT INTO STUFF ON THE *JERSEY* SIDE O' THE HUDSON!

WHAT WOULD SPIDEY TELL ME T'DO NOW?

PROFESSOR X AND THE *NIGHTCRAWLER'* VE BOTH BEEN TRYIN' T' GET ME TO PRACTICE CUTTIN' MAH POWER AND FLIPPIN...

...AN' THAT MOVE AH SAW *SPIDEY* MAKE BACK IN TOWN...

...IF AH CAN COPY IT...

...JUST A LITTLE...

...IT JUST MIGHT DO THE TRICK!

YAH-HOOOO!

IT WORKED!

AH DID IT!

SPLASH!

WHILE BACK IN TIMES SQUARE...

'COPTER'S WOBBLIN' LIKE MAD AND LOSING ALTITUDE. GOTTA AIM THIS JUST RIGHT...

FWIT

THWIP!

EEEEEEEEEE

"--AND EASE HER DOWN GENTLY."

UNNH-- THANKS!

THE SHIP'S VEERED OVER THE CENTER OF TIMES SQUARE! THE PILOT'S OUT OF HARM'S WAY NOW...

NOBODY AND NOTHING BUT A *STATUE* DIRECTLY BELOW US--AND CANNONBALL'S ALREADY SMASHED THAT!

THERE'LL NEVER BE A BETTER TIME TO TRY THIS THAN NOW!

THWIP!

THAT OUGHTA STOP THE BLADES FROM SPINNING...

...AND MAKE THAT COPTER DROP LIKE A STONE!

BOOM!

THE EXPLOSION KNOCKED LOOSE THE MOVIE MARQUEE!

AND CANNONBALL'S HAT! I LEFT IT THERE! I'LL NEVER REACH IT IN--

IS *THIS* WHAT YOU WERE WORRIED ABOUT?

PRETTY! BUT, I'D NEVER HAVE GUESSED PINK WAS YOUR COLOR!

LATER AT THE PIER...

CANNONBALL! WHAT'RE YOU *DOING* IN THERE? COME ON OUT!

THAT *GLOWIN' GUY!* AH DROPPED HIM IN HERE SOMEWHERE... AND NOW AH CAN'T FIND HIM! WHAT IF HE DROWNED OR...

YOUR FRIEND'S SORT OF STUBBORN, ISN'T HE? LET ME TALK TO HIM!

CANNONBALL! LISTEN TO ME! IT'S NO USE! HE'S GONE!

THAT "GLOWIN GUY" WAS TRANSFORMED AS PART OF AN EXPERIMENT WITH BIO-CONDUCTORS...

"...BY A GOVERNMENT RESEARCH FACILITY CALLED *PROJECT PEGASUS*. THEY WERE TRYING TO GIVE HIM THE POWER TO DRAW ELECTRICITY TO HIMSELF...

"...TO CHANNEL IT THROUGH HIS BODY AND, BY VIRTUE OF HIS HUMAN INTELLECT, USE IT DIRECTLY AS A TOOL. THEY CALLED HIM THE *INCANDESCENT MAN!*

PEGASUS

"AT FIRST HE WAS OKAY, BUT EVENTUALLY ALL THAT ELECTRICITY COURSING THROUGH HIS SYSTEM DROVE HIM MAD.

"HE ESCAPED BY SHUTTING DOWN ALL OF PEGASUS'S POWER AS HE ALMOST SHUT DOWN MANHATTAN'S...

"...AND DISAPPEARED INTO ONE OF THE RIVERS UPSTATE--WHICH DRAINED HIS BODY OF ITS ELECTRONS AS YOUR MANEUVER DID A LITTLE WHILE AGO!"

I KNEW HE WASN'T DEAD THEN... AS I KNOW IT NOW!

I'VE BEEN TRACKING HIM FOR MONTHS, CANNONBALL... AND I *KNOW!* YOU'LL NEVER FIND HIM.

COME ON OUT! YOU'VE DONE ALL YOU CAN DO!

OKAY! AH GUESS YOU'RE RIGHT! AH'M COMIN'!

PARDON ME FOR ASKIN, MA'AM, BUT WHAT'S *YOUR* INTEREST IN THE INCANDESCENT MAN?

SOUNDS LIKE YOU'VE BEEN LOOKIN' FOR HIM A GOOD LONG WHILE!

HE'S MY BROTHER! MY *TWIN* BROTHER! I'LL *CONTINUE* TO TRACK HIM, AND ONE DAY, WHEN HE'S NOT AS POWERFUL AS HE WAS TODAY, I'LL CAPTURE HIM...

...AND SOMEHOW, I'LL HARNESS ALL HIS *POWER* TO *DESTROY* THE PLACE THAT CREATED HIM!

SOMETIME LATER...

THAT WAS *SOME* LADY! *REAL* DETERMINED!

YEAH! HERE! SHE SAVED YOUR HAT! AND I GRABBED YOUR CLOTHES, HERE.

THANKS!

YA KNOW... ALL THAT'S HAPPENED HERE! IT MAKES ME WANT TO GET BACK TO THE SCHOOL AND TRY AGAIN!

AH DIDN'T ASK TO BE BORN A MUTANT, BUT AH'M ONE ANYHOW...

...SO MAYBE AH'D BETTER JUST BE THE BEST ONE AH CAN BE AN' STOP WORRYIN' ABOUT THE COMPETITION!

AH TRIED A MOVE AH SAW YOU DO EARLIER!

AH WAS PRETTY CLUMSY, BUT IT GAVE ME THE IDEA THAT MAYBE IF AH JUST PRACTICE SOME MORE AH CAN *MAKE* IT...

...AN' AH HAVE YOU TO THANK FOR IT!

HEY, CANNONBALL, AFTER TONIGHT I'LL BET YOU'RE GONNA BE A STAR!

SOME REPORTER'S BOUND TO'VE GOTTEN PICTURES OF YOU SAVING NEW YORK!

ME...? WOW! D'YOU REALLY *THINK* SO?

WOW! MAH *MOM'D* LOVE IT...AND IT'D PROVE TO PROFESSOR X THAT AH CAN DO *SOMETHIN'* RIGHT!

BUT LORD, AH SURE HOPE NOT!

AH MIGHT GET RECOGNIZED AS ONE OF XAVIER'S STUDENTS...

...AN' WITH ALL THE ANTI-MUTANT FEELIN' IN THE AIR NOW...! THAT COULD ENDANGER THE *NEW MUTANTS* AND THE *X-MEN* ALIKE!

CANNONBALL, PROFESSOR XAVIER SHOULD BE *PROUD* TO HAVE A STUDENT LIKE YOU!

LISTEN, IF HE'S DUMB ENOUGH TO KICK YOU OUT, YOU CAN COME WORK WITH ME ANY TIME!

REALLY? GOLLY! OKAY!

BY THE WAY, IT'S A GREAT HAT! I KNOW A LADY WHO'D LIKE ONE JUST LIKE IT! YOU GOT IT AT SAKS, HUH? LOOKS PRETTY EXPENSIVE!

FIFTY FOUR DOLLARS AND *ELEVEN* CENTS! NOT ENOUGH TO BOTHER A GUY LIKE YOU THOUGH!

ME? I WORKED *WEEKS* AND I BARELY HAD ENOUGH MONEY TO COVER IT!

MAYBE CANNONBALL WAS RIGHT! IF YOU DECIDE TO BE SOMETHING, IT MAKES SENSE TO BE THE BEST YOU CAN BE!

SO I'VE DECIDED TO BE A *PHOTOGRAPHER*...

...AND FOR ONCE, I *KNOW* THESE SHOTS ARE GOOD! *REALLY* GOOD!

BUT I GUESS THAT BEFORE BEING A PHOTOGRAPHER, I SHOULD WORK ON BEING A HUMAN BEING!

THAT'D BE A BETTER PRESENT FOR AUNT MAY THAN THE HAT THESE SHOTS WOULD HAVE BOUGHT HER...

...I GUESS.

NEXT: *THE X-MEN AND SPIDER-MAN TAKE ON A JUGGERNAUT... OR TWO! WHAT BETTER WAY TO CELEBRATE OUR 150TH ISSUE!!*

SPECIAL ISSUE

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the AMAZING SPIDER-MAN

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN®

DAYBREAK AT NEWARK INTERNATIONAL AIRPORT. IT HAS BEEN MANY YEARS SINCE THE **PATCO** AIR CONTROLLERS WERE DISMISSED. THOSE NEW EMPLOYEES, WHO HURRIEDLY REPLACED THE FORMER, WERE TRAINED TO ANTICIPATE EVERY SORT OF CONTIGENCY IN THE AIR...

...WELL, ALMOST EVERY SORT!

ROGER, FLIGHT 571, WE TRACK A *TWA DC-9* IN YOUR THREE O'CLOCK POSITION AND A... *SPIDER-MAN?!?*

THWIP

FLY THE FRIENDLY SKIES OF AIR-RACHNID!

TRADE SECRET

BOB LAYTON
SCRIPT & PENCILS
LAYTON & GARZON
INKS
RICK PARKER
LETTERING
CHRISTIE SCHEELE
COLORING
TOM DeFALCO & DANNY FINGEROTH
EDITORS
JIM SHOOTER
EDITOR IN CHIEF

I FEEL LIKE I HAVEN'T SLEPT IN *DAYS!* I'D RATHER BE HOME TAKING A *NAP!* BUT NOW DUTY CALLS. FEARLESS NEWSPAPER EDITOR JOE ROBERTSON WANTS PICTURES OF RONNIE WHEN AIR FORCE ONE LANDS AND I COULD USE THE MONEY.

SO IT'S EXIT THE AMAZING SPIDER-MAN--AND ENTER: BLOODSHOT, BLEARY-EYED PETER PARKER, BOY-PHOTOGRAPHER.

HASTILY, THE WEARY WEB-SLINGER LOWERS HIMSELF INTO A DESERTED BAGGAGE ROOM, HOPING TO CATCH UP TO THE PRESS CORPS, WHICH...

...HAS ALREADY BEGUN TO ARRIVE.

I DON'T BELIEVE IT! D.J. JONES! I WONDER WHAT THAT SLEAZEBALL CAMERA-JOCKEY IS DOING HERE?

PROBABLY HOPING TO CATCH REAGAN WITH HIS FLY UNZIPPED.

WHAT A LOUSY WAY TO MAKE A BUCK. WHO KNOWS... MAYBE I'LL CATCH REAGAN WITH HIS FLY UNZIPPED--

--LIKE THE TIME JACKIE O. BENT OVER AND I...

=OOF!= OH, MY!

WHAK

HEY! YA DUMB BROAD!

I MEAN... I'M DREADFULLY SORRY, MISS. I'M AFRAID I WASN'T WATCHING WHERE I WAS GOING. PLEASE ALLOW ME TO HELP YOU COLLECT YOUR BELONGINGS.

THA...THAT'S VERY KIND OF YOU, SIR.

IT'S SO NICE TO KNOW THAT THERE'S A FEW GENTLEMEN LEFT IN THE WORLD.

THANK YOU, MISS. IT WAS A PLEASURE "BUMPING" INTO YOU...

it's a

ESPECIALLY WHEN YOUR BILLFOLD WILL INSURE A PROFIT FROM THIS ASSIGNMENT, HEH, HEH, HEH!

I'D BETTER POCKET THE LOOT AND GET RID OF THE EVIDENCE BEFORE SHE DISCOVERS IT'S MISSING.!

I'LL DUCK IN THIS BAGGAGE ROOM AND--

BUT JONES' DEVIOUS THOUGHTS ARE CUT SHORT BY THE SIGHT BEFORE HIM...

STUNNED BY A SCENE FEW MEN HAVE EVER WITNESSED, HE CAN ONLY GAPE.

PERHAPS HIS HASTE OR EXTREME FATIGUE CAUSED PETER PARKER TO FOOLISHLY IGNORE THE FAINT TINGLE OF HIS SPIDER-SENSE.

IT IS A BLUNDER THAT MAY WELL PROVE TO BE THE BIGGEST MISTAKE OF HIS LIFE.!

HEY... OH, NO!

SPIDER-MAN!! I... I MEAN--

INSTINCTIVELY, JONES' HANDS FUMBLE FOR THE CAMERA DANGLING AROUND HIS NECK AND--

STOP! YOU CAN'T--

POP!

MUST GET THAT FILM BEFORE IT'S TOO LATE!

OH, GEEZ! TIME TO SPLIT!

WAIT A MINUTE! CAN'T NAB HIM HALF-DRESSED!

DELTA

SO WHILE A JUSTIFIABLY ANXIOUS PARKER HURRIEDLY DONS THE REMAINDER OF HIS COSTUME --

--A JUSTIFIABLY TERRIFIED D.J. JONES RACES THROUGH STERILE CORRIDORS OF THE TERMINAL, DETERMINED TO RETAIN HIS PRECIOUS NEW FOUND SECRET.

OUTTA MY WAY, PEASANTS! I'M FINALLY GONNA STRIKE IT RICH!!

HEY! NOW SEE HERE! THERE'S NO NEED TO PUSH PEOPLE AROUND!

UH-OH!

I DON'T WANT TO SOUND LIKE AVIS RENT-A-CAR, BUT YOU DON'T NEED TO RUN THROUGH AIRPORTS!

DEL

LET'S JUST WEB YOU UP SO I DON'T HAVE TO PUT THE "HERTZ" ON YOU!

GOTTA THINK FAST... NOT PANIC!

BLAST! I MISSED HIM!

I'M UNDERESTIMATING THIS GUY... HE'S REAL SLICK! CAN'T AFFORD TO LET HIM ESCAPE WITH THOSE PIX... THEY COULD DESTROY ME!

MAYBE I CAN OUTRUN 'EM IN THIS BAGGAGE CAR. LOOKS LIKE MY EXPERIENCE WITH THE BLACK MARKET DURING MY ARMY DAYS IS ABOUT TO PAY OFF BIG! IT WAS A COLD DAY IN GUAM WHEN AN *M.P.** COULD CATCH "DIRTY JAKE" JONES!

* MILITARY POLICE. -- EDITOR.

THE CAR IS AT TOP SPEED WHEN SPIDER-MAN SIGHTS HIS QUARRY. BOTH MEN THROW CAUTION TO THE WIND REALIZING THAT THE OUTCOME OF THIS RACE WILL CHANGE FOREVER...

... THEIR VERY LIVES!

CAN'T OUTRUN 'IM! GOTTA THINK OF SOMETHING FAST!

WHAT I NEED IS A DIVERSION! I'LL JUST POINT THIS CAR TOWARD TRAFFIC, AND HOPE SPIDER-MAN TAKES THE BAIT!

NO! THAT BUS WILL BE CREAMED UNLESS--

OH, LORD!

SOMEBODY HELP US!

AIRPORT EXPRESS

ABANDONING PURSUIT THE HEROIC WEB-SLINGER DROPS TO THE GROUND AND MUSTERING HIS SUPER-HUMAN STRENGTH--

STOP

--BRINGS THE RUNAWAY MENACE TO AN ABRUPT HALT!

SCREEECH

WAY TO GO, SPIDEY!

ALL RIGHT, WEB HEAD!

WHERE'S THAT LOW-LIFE CREEP?! I'VE... I...

...I'VE LOST HIM.

NOOOOOOOO...!

TO THE GATHERING CROWD, THE ANGUISHED SCREAM SEEMS A BEWILDERING REACTION TO THEIR CHEERS OF GRATITUDE. THEY STARE PUZZLED AS SPIDER-MAN LEAVES... UNAWARE OF HOW MUCH HIS ACT OF HEROISM HAS COST HIM.

EVENING IN MANHATTAN. THERE ARE EIGHT MILLION STORIES IN THE NAKED CITY. TWO OF THEM HAVE JUST BECOME INTERTWINED--

CRIMINY! AFTER A LIFE-TIME OF BAD LUCK, YOU'VE FINALLY GOT A 14-CARAT BREAK! TROUBLE IS... HOW CAN YOU FIND THE FACE ON THOSE PIX IN A CITY AS BIG AS NEW YORK?

WHILE DOWNTOWN, IN A DARKENED OFFICE OF THE DAILY BUGLE...

I DON'T BELIEVE YOU, PARKER! AFTER YEARS OF PROTECTING YOURSELF FROM ALL SORTS OF SUPER-BADDIES, YOU LET *SOME* TWO-BIT SHUTTERBUG SNAP YOUR MUG! IF HE PUTS THOSE PICTURES ON THE STREET, SOMEONE IS BOUND TO RECOGNIZE ME! FACE IT, WEB-SLINGER...

...YOU'RE IN BIG TROUBLE!

IT'LL CERTAINLY BE MORE THAN WHAT I'D GET SELLIN' THEM TO SOME CHINTZY TABLOID!

WHAT'LL HAPPEN IF HE SELLS THEM TO A NEWSPAPER? IT WILL DESTROY POOR AUNT MAY, NOT TO MENTION WHAT JOLLY JONAH JAMESON WILL DO WHEN HE DISCOVERS THAT THE MAN HE HATES MOST IS REALLY HIS VERY OWN FREELANCE PHOTOGRAPHER. OR WHAT IF HE SELLS 'EM TO A BADDIE LIKE THE KINGPIN? ANYONE CLOSE TO ME WOULD BE IN DANGER!

BEN URICH IS THE BEST INVESTIGATIVE REPORTER IN THE WHOLE BLAMED CITY! MY ONLY HOPE IS THAT HE CAN I.D. THIS GUY FROM MY DESCRIPTION.

ALL I GOTTA DO IS LOCATE SOME BIG-TIME HOODS, AND THEN IT'S EASY STREET FOR ME! THINK I'LL TAKE A RIDE DOWN-TOWN TO "SCURVY JACK'S" BAR. IT'S A WELL-KNOWN MOB HANGOUT. BESIDES...

I COULD USE A DRINK!

I'VE GOT TO MOVE FAST AND FIND THAT CRUMB BEFORE HE BLOWS MY SECRET. ONLY TROUBLE IS, SINCE HE'S SEEN MY UNMASKED FACE--

--WHAT WILL I DO WITH HIM WHEN I CATCH HIM?

SHORTLY, IN BEN URICH'S OFFICE...

HIYA, BEN! GOT A MINUTE?

ABOUT THIRTY, TO BE EXACT! AFTER THAT, THIS ARTICLE MISSES ITS DEADLINE! I CAN SPARE YOU FIVE OF THEM, THOUGH!

I HAVE TO TRACK DOWN A GUY, BEN. HE'S THE PHOTOGRAPHER WHO CAUSED ALL THE CHAOS WITH SPIDER-MAN AT THE AIRPORT THIS MORNING! HE'S GAUNT, ABOUT FIVE FOOT SEVEN, TACKY PLAID JACKET, PENCIL-THIN MOUSTACHE, OILY BROWN HAIR--

I TAKE IT YOU KNOW THIS GUY?

HOLY COW, JONES!

YOUR MAN IS OL' "DIRTY JAKE" JONES!

NOT SOCIALLY! I'D PREFER SEWER RATS TO JONES! HE'S BEEN BOOTED OFF EVERY MAJOR NEWSPAPER IN THE COUNTRY! THE MAN HAS THE ETHICS OF A GAME POACHER!

LAST I HEARD, HE WAS FREELANCING FOR A BRITISH FAN TABLOID... CLEAVAGE OF THE STARS... STUFF LIKE THAT!

NOW WHERE'S THAT FILE?

THAT'S HIM, BEN!

I CAN'T GUARANTEE THAT HE'S STILL AT THE SAME ADDRESS.

THAT'S O.K.! AT LEAST I HAVE A LEAD TO GO ON.

WATCH YOURSELF SON! THIS GUY IS TROUBLE!

I'LL BE CAREFUL! THANKS, I OWE YOU ONE!

JUST REMEMBER, IF YOU'RE ON TO SOMETHING BIG, I WANT A PIECE OF IT! SAVVY?

SAVVY!

THE MINGLED ODORS OF TOBACCO SMOKE AND STALE BEER ARE THE FIRST THINGS JONES NOTICES AS HE ENTERS "SCURVY JACK'S" TAVERN--

--FOLLOWED BY THE DOZEN PAIRS OF SHIFTY EYES THAT TRACK HIM SUSPICIOUSLY AS HE EASES UP TO THE STAIN-RIDDEN BAR.

O.K., SPORT! NAME YER POISON!

W...WELL, I-I HAVE SOME VALUABLE INFORMATION ABOUT SPIDER-MAN THAT I WANT TO SELL! THOUGHT YOU MIGHT KNOW SOMEONE WHO'D BE INTERESTED.

I 'TINK I MIGHT BE ABLE TO HELP YA, BUB! WHY DON'TCHA DO AN ABOUT-FACE?

WHAT ARE YA DOIN' IN HERE, DOUBLE-KNIT?

H-HI YA, FELLAS!

YA HEARD BLUTO, DOGMEAT! WHAT DO YA WANT IN HERE?

L-LISTEN GUYS, I-I THINK WE CAN HELP EACH OTHER! Y--YOU SEE, I--I KNOW SPIDER-MAN'S SECRET IDENTITY, AND I CAN LET YOUR BOSS HAVE IT FOR A PALTRY M-MILLION DOLLARS!

S-SO...WHAT DO YOU SAY, BOYS?

B-BOYS?

SLAM!

...AND STAY OUT!

NEANDERTHALS! THEY DIDN'T EVEN GIVE ME A CHANCE TO SHOW THEM THE NEGATIVES IN MY COAT POCKET!

JERKS!

I GUESS I CAN ALWAYS SELL 'EM TO THE BUGLE! THESE NEGS ARE WORTH A SMALL FORTUNE TO ANY PAPER... ESPECIALLY JAMESON'S SPIDEY-HATING RAG!

MEANWHILE, IN THE BACK ROOM OF "SCURVY JACK'S"...

... SO WE THREW HIM OUT, MR. DeNATALE!

GENTLEMEN, I WANT THAT WEASEL FOLLOWED. SPIDER-MAN'S BEEN BUSTING OUR OPERATIONS FOR YEARS, AND IF THIS GUY REALLY HAS HIS SECRET...

...WE CAN GUARANTEE THE SAFETY OF OUR "BUSINESS TRANSACTIONS" FROM NOW ON!

SO GO AFTER HIM, BENITO, AND GET ME THAT INFORMATION!

YES, SIR, BOSS!

AT THAT MOMENT, PETER PARKER SWINGS THROUGH THE CITY, SUSPENDED BY THIN, ULTRA-STRONG WEB STRANDS OF HIS OWN DESIGN, IN HIS GUISE AS--

--THE AMAZING SPIDER-MAN!

I HAVE TO GET THOSE NEGATIVES! ONCE THEY'RE DESTROYED, ALL I HAVE TO WORRY ABOUT IS JONES RE-MEMBERING MY FACE! BUT HOW IN BLAZES AM I SUPPOSED TO CON-TEND WITH THAT?

I WONDER IF CAPTAIN AMERICA EVER HAS THESE PROBLEMS?

WHILE THE ANXIOUS WALL-CRAWLER CONTINUES UPTOWN TOWARD HIS DESTINATION, JONES MAKES THE FAMILIAR CLIMB TO HIS FIFTH-FLOOR WALK-UP IN THE ST. RUDOLPH HOTEL...

...UNAWARE THAT HE IS BEING OBSERVED BY COLD, DISPASSIONATE EYES!

KEYS ARE TURNED IN THE APPROPRIATE LOCKS... THE DOOR CREAKS OPEN WITH ITS USUAL STUBBORNESS-- BUT JONES' ENTRY IS ANYTHING BUT...

...USUAL!

SLAM

OOOF!

MIND IF WE COME IN, SLICK?

W-WELL, IF YOU R--REALLY MUST KNOW...

ALL WE WANNA KNOW IS YER INFO ON DA SPIDER-MAN, GREASEBALL!

WE'RE UPIN' YER PRICE, MAN! YER GONNA TELL US WHAT YA KNOW OR DA PRICE IS GONNA BE--

KAOMP!

B-BUT, WHAT ABOUT MY PRICE...?

--YER LIFE!

TEN SECONDS TA HAND IT OVER, TRASH! AFTER DAT, YER MYSTERY MEAT! TEN... NINE... EIGHT...

HOLY GEEZ! COME ON, GUYS! I--I WAS JUST KIDDIN' ABOUT THE MILLION!

HOW ABOUT 200 THOUSAND?

JONES' PULSE RACES AS HE REALIZES THAT HE HAS NO ESCAPE--

...SEVEN... ...SIX... ...FIVE...

-- AND NO CHOICE BUT TO RELINQUISH HIS VALUED PHOTOS.

...FOUR... ...THREE... ...TWO...

TREMBLING, D.J. REACHES INTO HIS JACKET FOR THE PICTURES...KNOWING THAT SURRENDERING THEM CAN BE HIS ONLY...

--SALVATION!

IS THIS A PRIVATE PARTY OR CAN ANYONE JOIN IN?

SPIDER-MAAAARRG!

CRAASH

SPIDER-MAN! THANK GOODNESS!

WHAT AM I SAYING?!

CHEO, WARN THE BOSS! IT'S A TRAP! OOF!

NEXT TIME YOU THROW A PARTY, JONES, STICK TO THE SOCIAL REGISTER!

OTHERWISE, YOU GET ALL THE RIFF-RAFF FLOATING IN! YOU KNOW THE TYPE--

-- ABUSIVE TO YOUR GUESTS... NO MANNERS AT ALL!

I'LL NAIL 'IM WITH DIS CHAIR... HOLD 'IM!

WHOMP

IT NEVER FAILS. ONE OF 'EM ALWAYS WRECKS THE FURNITURE!

KERREECH

IN FACT, IT COULD PUT YOU OFF HAVING PARTIES ALTOGETHER!

NOW'S MY CHANCE! GOTTA SLIP OUTTA HERE WHILE THAT MISERABLE WEB-HEAD IS KEEPING THOSE GOONS BUSY!

I GUESS THE PARTY'S OVER! ALL THAT'S LEFT IS TO SEE THE GUESTS OUT!

OUT *COLD*, THAT IS!

CAUTIOUSLY, JONES EASES TOWARD THE OPEN DOORWAY--

WOULDN'T YOU KNOW IT, THERE'S ALWAYS A STRAGGLER WHO JUST WON'T LEAVE!

IF THAT GOON KEEPS 'EM BUSY LONG ENOUGH, I CAN SCOOT DOWN THE FIRE ESCAPE!

I DON'T KNOW HOW THAT WEB-SLINGER FOUND ME, BUT HIS INTERVENTION PROBABLY SAVED MY HIDE!

I THINK MY BEST BET IS TO BLOW THIS 'BURG TILL THE HEAT DIES DOWN. RIGHT NOW, I'M IN WAY OVER MY HEAD!

WELL, IT'S TIME TO WRAP THINGS UP IN MY OWN STYLISH WAY! THEN YOU AND I CAN TRANSACT OUR PRIVATE BUSINESS! RIGHT, JONES?

JONES? JONES! I--OH, NO! NOT AGAIN!

HEY, WEB-PUSS! I WANNA CALL MY LAWYER! I GOT RIGHTS!

DROP DEAD!

MEANWHILE, IN THE STREET OUTSIDE THE ST. RUDOLPHO HOTEL...

MR. DENATALE! IT'S A TRAP! SPIDER-MAN WAS WAITIN' FOR US! HE JUST KAYOED BENITO AND DA OTHER GUYS!

THAT CREEP JONES MUST HAVE BEEN A LURE, TO GET US TO TIP OUR HAND TO THE WALL CRASHER!

GEORGIE, CALL OUT THE REST OF THE BOYS. WE'RE GOING TO FINISH THIS ONCE AND FOR ALL. NOBODY SETS UP ROBERTO DENATALE ...AND LIVES!

MOMENTS LATER, AFTER AN ARDUOUS DESCENT--

CRIPES! THE THINGS I DO TO MAKE A BUCK!

DEAD END! LOOKS LIKE THE ONLY EXIT IS THROUGH THE FRONT! JUST HOPE I CAN CATCH A CAB QUICKLY--

A QUICK RIDE TO THE AIRPORT, A FAST JET TO MIAMI, AND I'M HOME...

...FREE

HIYA, DOGMEAT!

ME AND MY BOYS, HERE, WANNA THANK YOU FOR ALL YOUR HELP!

THE TABLEAU UNFOLDING IN THE ALLEY BELOW DOES NOT GO UNWITNESSED...

JONES IS IN BIG TROUBLE DOWN THERE.

ALL I'D HAVE TO DO IS NOT DO ANYTHING...

...AND THEN MY SECRET'D BE SAFE.

TOUGH TALK. I *CAN'T* JUST TURN MY BACK ON JONES WHILE THE ACME GOON SQUAD CLEANS HIS CLOCK...!

...MUCH AS I'D *LIKE* TO...

I'VE GOT TOO GREAT A SENSE OF *RESPONSIBILITY* FOR THAT. RESPONSIBILITY... YEAH...

...NOW *THAT'S* SOMETHING I HAD TO LEARN THE HARD WAY. MY UNCLE BEN HAD TO *DIE* BEFORE ANY SEMBLANCE OF RESPONSIBILITY WAS ABLE TO MAKE IT PAST ALL THE *FAT* BETWEEN MY EARS.

POOR UNCLE BEN NEVER DESERVED WHAT HAPPENED TO HIM! HE RAISED ME LIKE HIS OWN SON! BUT AFTER THE ACCIDENT THAT GAVE ME MY SPIDER-ABILITIES...

...I MADE A SELFISH DECISION. I ALLOWED A CRIMINAL TO GET AWAY-- BECAUSE I DIDN'T WANT TO GET INVOLVED.

"THEN, ONE NIGHT, MY UNCLE SURPRISED A BURGLAR AND WAS KILLED BY HIM. THAT SENT ME ON A MISSION OF VENGEANCE AS *SPIDER-MAN*."

"BUT MY VENGEANCE WAS QUICKLY SOURED BY GUILT AS I DISCOVERED THAT MY UNCLE'S MURDERER WAS THE SAME MAN I HAD CALLOUSLY LET ESCAPE DAYS BEFORE.

" THAT NIGHT I SWORE NEVER TO TURN MY BACK ON CRIME AGAIN... SWORE TO UPHOLD THE GREAT RESPONSIBILITY THAT GREAT POWER BRINGS! I SWORE TO ALWAYS BE... SPIDER-MAN!' "

I KNOW WHAT I HAVE TO DO. ALL I NEED IS...

...A PLAN!

MEANWHILE, IN THE ALLEY BELOW...

STAY BACK! P-PLEASE DON'T HURT ME!

DON'T WORRY, CHUMP! I GUARANTEE YA, PRETTY SOON, YA AIN'T GONNA FEEL ANYTHING, RIGHT, BOSS?

KILL 'IM!

NO! NO ONE STEALS SPIDER-MAN'S INTENDED PREY!

HOLY CROW.

JONES HAS INCURRED MY WRATH... YOU SHALL NOT SAVE HIM FROM MY VENGEANCE!

SAVE HIM?! WHA...?

YA BEST WORRY ABOUT SAVIN' YOURSELF, WEB-HEAD! THESE NUNCHUKAS CAN SPLIT YOUR HEAD LIKE A RIPE MELON!

A LOT OF GOOD THEY'LL DO YOU IF YOU CAN'T EVEN SWING THEM, LACKEY!

HUH? WEBS?

THWIPP

ALL RIGHT! YOU HOODS HAVE GONE TOO FAR THIS TIME! NOW YOU WILL LEARN THE HARD WAY!

SHAKK

ARRRGHH!

BOY, I THINK I MIGHT HAVE LAID IT ON A BIT THICK WITH THE VENGEANCE ROUTINE! I HOPE JONES HEARD IT ALL, OTHERWISE MY PLAN DOESN'T STAND A CHANCE!

HE'S CRAZY! HE INTENDS TO KILL ME IN ORDER TO KEEP HIS IDENTITY SECRET! I'VE GOTTA GET AWAY!

OH, NO!

YER DEAD, WEASEL!

UH-OH! LOOKS LIKE JONES MIGHT BUY THE FARM!

--CAN'T ALLOW THAT TO HAPPEN.

WOOFF!

AND NOW, JONES, THE SPIDER-MAN SHALL HAVE HIS VENGEANCE!

NO! NO! STAY AWAY! I...

...I'M TRAPPED!

YOU CAN'T ESCAPE MY WRATH, EVIL ONE.

NOW, *YOU* SHALL PAY FOR YOUR FOOLISH CURIOUSITY!

Y-YOU'RE NOT HUMAN!

I'M NOT! HUMANS ARE MY PREY!

HE MEANS TO KILL ME!

THERE IS NOWHERE TO RUN, JONES!

THERE'S NOWHERE FOR YOU TO HIDE! I LURK IN EVERY SHADOW...WAITING TO STRIKE!

WHERE IS HE? I CAN'T...

LOOK UP, JONES!

LOOK AND FACE YOUR DOOM!

THWIPP!

OH, LORD! HELP!

AT LAST! YOU WILL KNOW THE HORROR OF THE SPIDER-MAN'S ANGER!

N-NO! PLEASE! I... I'LL DO ANYTHING, J-JUST...

...DON'T KILL ME! CAN'T WE MAKE A D-DEAL?

O-OKAY, OKAY! I KNOW!

YOU KNOW WHAT I WANT, VILLAIN!

H-HERE! TAKE 'EM AND D-DON'T HURT ME, P-PLEASE!

VERY WELL, FOUL ONE! I SHOW MERCY BUT ONCE! THE NEXT TIME OUR PATHS CROSS, YOU SHALL NOT ESCAPE ME!

REMEMBER THAT ALWAYS!

WELL, WHAT DO YOU KNOW... IT WORKED! LAMONT CRANSTON, EAT YOUR HEART OUT!

EPISODE

TWELVE HOURS LATER, ON A BUSY MANHATTAN STREET CORNER...

53RD ST.

FIFTH AVE.

WELL, JAKE... YA REALLY MADE A MESS OF THIS ONE.

NOT ONLY DID YOU COME UP EMPTY-HANDED, BUT NOW YA GOTTA GET OUTTA TOWN, AS WELL!

DENATALE AND HIS BOYS WILL BE OUT ON BAIL BY THIS EVENING-- AND I'M SURE HE AIN'T THE FORGIVING TYPE!

WHO KNOWS! MAYBE IN A FEW YEARS I CAN SLIDE BACK INTO NEW YORK AND PICK UP THE PIECES! AFTER ALL, I'VE SEEN SPIDER-MAN'S FACE.

HE MUST LIVE AND WORK HERE! MAYBE I COULD SPOT HIM ON THE STREET SOMEDAY. AFTER ALL, HOW HARD COULD IT BE TO FIND...

...A SINGLE FACE?

FINI

NEXT ISSUE: AT LAST! DUE TO ABSOLUTELY NO DEMAND WHATSOEVER, MIGHTY MARVEL IS ~~PROUD~~ MODERATELY PLEASED TO PRESENT...

THE SPECTACULAR SPIDER-KID!

(PLUS! THE FATE OF HARRY AND LIZ'S BABY! AND, A CERTAIN WEB-SWINGER CHANGES HIS COSTUME AGAIN! BE HERE IN 30 DAYS!)

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MILGROM

STAN LEE *PRESENTS:*

SPIDER ON THE SPOT!

WRITTEN BY:	PENCILED BY:	FINISHED BY:	LETTERED BY:	COLORED BY:	EDITED BY:	EDITOR IN CHIEF:
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THIS IS *INCREDIBLE!*

THE SPOTS I ACQUIRED ON MY JOURNEY THROUGH THAT OTHER DIMENSION DEFY ALL THE LAWS OF PHYSICS!

I CAN REMOVE THEM FROM MY BODY, SUSPEND THEM IN MID-AIR OR ON ANY SURFACE, AND GRAVITY HAS NO EFFECT ON THEM!

EVEN MORE ASTONISHING I CAN STEP INTO THE SPOT, AND EMERGE INSTANTANEOUSLY FROM ANY OTHER --

--NO MATTER HOW FAR AWAY IT IS LOCATED!

WHAT AN AMAZING DISCOVERY!

THERE I WAS, PLAIN JONATHAN OHNN, RESEARCH SCIENTIST IN THE EMPLOY OF THE KINGPIN...

MY INSTRUMENTS HAD RECORDED AND ANALYZED CERTAIN ENERGY FIELDS PRESENT IN THE BEING KNOWN AS *CLOAK**!

*CLOAK & DAGGER FOUGHT THE KINGPIN IN PETER PARKER#96--DANNY.

IN TRYING TO DUPLICATE THOSE ENERGIES I CREATED A POWER DRAIN THAT PLUNGED HALF THE CITY INTO A BLACKOUT--

--AND I PLUNGED INTO AN ALTERNATE DIMENSION, NOT ONE OF TOTAL DARKNESS LIKE CLOAK'S, BUT ONE WHICH WAS DOTTED WITH SPOT-LIKE ZONES OF DARKNESS!

WHEN I RETURNED THROUGH A SPOT CLUSTER TO THIS PLANE, MY BODY WAS COVERED WITH THESE SPOTS!

AFTER HOURS OF EXPERIMENTATION, I AM ONLY NOW BEGINNING TO COMPREHEND THE PROPERTIES THEY POSSESS.

I OUGHT TO REPORT MY FINDINGS TO THE KINGPIN... BUT FIRST, PERHAPS, I SHOULD EXPERIMENT FURTHER.

IT MAY BE THAT THE POWER THESE SPOTS CONVEY SHOULD NOT BE... SHARED.

MEANWHILE...

WELL, SPIDEY OL' BOY, THAT HEART-TO-HEART YOU HAD WITH THE BLACK CAT CERTAINLY DIDN'T GET YOU ANYWHERE!*

FELICIA IS BEAUTIFUL AND AFFECTIONATE, BUT SHE SURE HAS A WARPED VIEW OF THE REAL WORLD.

*LAST ISH -- DANNY.

SHE'S PROBABLY THE MOST AMORAL PERSON I'VE EVER KNOWN, TOTALLY SELF-CENTERED!

FUNNY THAT I NEVER REALIZED THAT BEFORE OR WANTED TO REALIZE IT!

I GUESS I WAS JUST TOO TAKEN WITH HER GLAMOR... AND SHE *IS* FUN TO BE WITH.

OR MAYBE I THOUGHT I COULD BE THE GALLANT "WHITE KNIGHT" WHO COULD REFORM THE POOR MISGUIDED GIRL. HAH!

BUT THE FACT IS SHE DOESN'T ***WANT*** TO REFORM, ESPECIALLY. SHE NEVER WOULD HAVE GIVEN UP HER CAREER AS A CAT BURGLAR IF I HADN'T INSISTED ON IT!

SHE DOESN'T EVEN SEEM TO HAVE ANY SENSE THAT SHE WAS DOING WRONG!

STRANGE GIRL...

BUT THEN, WHO'S STRANGER, THE STRANGE GIRL, OR THE GUY ***DATING*** THE STRANGE GIRL?

OH, WELL, CAN'T DWELL ON IT ANYMORE, I'VE GOT A FULL DAY AHEAD OF ME!

I'LL JUST SLUG DOWN SOME OJ--

WHAT A BREAKFAST!

get milk

--SHUCK OFF MY SPIDEY DUDS--

=SIGH= STILL MISS MY ALIEN COSTUME WHEN IT COMES TO CHANGING CLOTHES!

--AND HEAD OVER TO THE DAILY BUGLE!

LOOK OUT, WORLD, HERE COMES THE CITY'S MOST DARING PHOTOGRAPHER...

PETER PARKER! OOPS!

OH, GEE, I'M AWFULLY SORRY! I DIDN'T SEE YOU!

ER... NO PROBLEM. I DODGED YOU IN PLENTY OF TIME, MISS...

RANDI. JUST CALL ME RANDI, ALL MY FRIENDS DO.

I'LL *BET* THEY DO.

WOW!

I'M NEW IN THE BUILDING, JUST MOVING IN! WE'RE GOING TO BE NEIGHBORS!

GOSH--THAT'S GREAT!

I'LL BE LOOKING FORWARD TO SEEING *MORE* OF YOU... ER, I MEAN I HOPE WE BUMP INTO EACH OTHER AGAIN SOO--

OOPS!

IS BUMPING INTO THINGS A HOBBY OF YOURS OR SOMETHING?

OH, ER... NO! I JUST...

I'M RANDI'S ROOMMATE, CANDI! *DON'T* TELL ME I'M SWEET!

HEY, RANDI, HE'S *BLUSHING!* I CAN'T REMEMBER THE LAST TIME I MADE A BOY BLUSH!

OH, I'M NOT BLUSH-ING, REALLY, IT'S JUST THAT I'VE GOT TO GO TO W--

ERK!

K-THUMP!

YIKES!

I--I'M SORRY, MISS. I WAS JUST...

JUST FLIRTING WITH MY ROOMMATES? I NOTICED!

WELL...ER... LET ME HELP YOU UP!

THANKS. I GUESS NOW I KNOW WHY THEY CALL THESE "THROW PILLOWS"!

HEH, HEH. I REALLY AM SORRY ABOUT THIS. I'M NOT USUALLY THIS CLUMSY!

NO PROBLEM. I GUESS WHEN A GIRL'S NAME IS *BAMBI*, IT'S JUST NATURAL FOR PEOPLE TO WANT TO *THUMP* HER!

OH LOOK, GIRLS, HE'S BLUSHING AGAIN!

ISN'T THAT ADORABLE?!

YEAH. HOW REFRESHING TO MEET A GUY WHO'S THAT SHY AROUND GIRLS.

I, UH... THAT IS...

OH, PETER, IT'S YOU! THANK GOODNESS!

HUH? *ANOTHER* ONE-- BUT WHO--?!

OH, SHA SHAN!

YES. I'M SO RELIEVED TO FIND YOU HERE. I BUZZED YOUR APARTMENT BUT THERE WAS NO ANSWER.

LUCKILY ONE OF YOUR NEIGHBORS LET ME IN! I NEED YOU, PETER.

WHAT'S WRONG, SHA SHAN?

OH...PETER, I--I--

SHY AROUND GIRLS, EH, RANDI?

AW...AND HE'S SO DARN CUTE!

SHORTLY, ON THE STREET OUTSIDE...

NOW CALM DOWN, SHA SHAN, AND TELL ME WHAT THE TROUBLE IS.

I ASSUME IT'S MY OLD BUDDY FLASH THOMPSON AGAIN.

OH, YES, PETER. HE'S CHANGED SO, RECENTLY, I DON'T KNOW WHAT TO DO. HE'S STILL GOING OFF IN THE MORNINGS, AND REFUSES TO TELL ME WHERE--

--AND LATELY HE'S BECOME COLDER, MORE DISTANT, AS IF HE'S ANGRY WITH ME, AND I DON'T KNOW WHY!

OUR RELATIONSHIP HAD BEEN SO GOOD UNTIL RECENTLY--AND NOW IT ALL SEEMS TO BE FALLING APART!

I-I FEEL FOOLISH TELLING YOU ALL THIS, BUT I DON'T KNOW WHERE ELSE TO TURN!

IT'S OKAY, SHA SHAN. I'M FLASH'S FRIEND...AND YOURS, TOO.

I HAD A LITTLE MISUNDERSTANDING WITH THE BIG LUG RECENTLY MYSELF, BUT I KNOW HE'LL GET OVER IT.

KA

DUDE RANCH

NORTH

AND ONE WAY OR ANOTHER I'LL GET TO THE BOTTOM OF HIS STRANGE BEHAVIOR FOR YOU... I PROMISE!

A

OH, PETER, IF ONLY I COULD REALLY BELIEVE THAT--!

BELIEVE IT! NOW YOU GO ON TO YOUR CLASSES, AND I'LL CALL YOU THE MINUTE I KNOW SOMETHING.

THANK YOU, PETER! I'LL CALL YOU SOON.

WHILE, WATCHING FROM A NEARBY CAR...

I COULD HARDLY BELIEVE IT WHEN I SAW THEM TOGETHER THE OTHER DAY, BUT IT'S *TRUE!* THAT PUNY PUNK PARKER IS HORNING IN ON MY GIRL!

LOOKS THAT WAY, FLASHER!

YOU WANT WE SHOULD COME DOWN ON THE SKINNY LITTLE DUDE AND TEACH HIM A LESSON?

NO! NO, I CAN HANDLE THIS MYSELF! LET'S GET TO WORK!

OKAY! BUT REMEMBER--THE BOYS IN THE ORGANIZATION STICK TOGETHER! IF YOU NEED HELP JUST LET US KNOW!

SOON...

WELL, HERE I AM AT THE DAILY BUGLE! I HOPE ROBBIE HAS SOME ASSIGNMENTS FOR ME!

AILY BUGL

TOO BAD I DIDN'T THINK TO GET ANY SHOTS OF THE ACTION AT THE KINGPIN'S HEADQUARTERS--BUT THEN I WOULD HAVE HAD A TOUGH TIME EXPLAINING HOW PETER PARKER COULD HAVE GOTTEN THOSE SHOTS ANYWAY!

HI, BETTY. WHAT'S THE GOOD WORD?

OH, HELLO, PETER. HOW ARE YOU?

I'M PRETTY GOOD. ER.. SAY, BETTY, YOU SEEM TO BE HANGING AROUND A BIT WITH FLASH THOMPSON...

THAT'S NONE OF YOUR BUSINESS, PETER, AND I DON'T WANT TO DISCUSS IT!

B-BUT I JUST WANTED TO ASK IF YOU KNEW WHAT'S BEEN EATING HIM LATELY. I WASN'T *ACCUSING* YOU OF ANYTHING!

OH. WELL, SORRY I JUMPED ON YOU THAT WAY. IT'S JUST THAT WITH NED OUT OF TOWN, AND ME SEEING FLASH, SOME PEOPLE HAVE BEEN MAKING SOME ASSUMPTIONS...

I GUESS THAT'S TO BE EXPECTED WHEN A MARRIED WOMAN IS SEEN IN THE COMPANY OF A GOOD-LOOKING MAN!

BUT FLASH SEEMS PERFECTLY ALL RIGHT TO ME! WONDERFUL, IN FACT! IF YOU THINK HE'S BEEN ACTING OUT OF SORTS, MAYBE YOU SHOULD ASK YOURSELF IF THE FAULT DOESN'T LIE WITH HIS GIRLFRIEND SHA SHAN--

--OR THE SOMEBODY *SHE'S* BEEN SEEING!

HUH? BUT WHO--?

BUZZZ!

MR. ROBERTSON WILL SEE YOU NOW, PETER!

ER...OKAY! THANKS.

NOW WHAT DID SHE MEAN ABOUT SHA SHAN?

BETTY ONCE MADE A PLAY FOR ME WHEN NED WAS OUT OF TOWN--IS THIS BUSINESS WITH FLASH A REPEAT PERFORMANCE?

I'VE GOT TO GET THIS THING SORTED OUT! IT'S BEGINNING TO PLAY LIKE AN EPISODE OF "AS THE SPIDER TURNS!" SHEESH!

HELLO, PETER. WHAT CAN I DO FOR YOU?

IT'S THE USUAL, JOE, I'M LOOKING FOR WORK!

OH. AND HERE I WAS SORT OF HOPING THAT MY ACE FREELANCE PHOTOG MIGHT HAVE SOME GOOD SHOTS OF THE BLACK-OUT THE OTHER DAY!

ER... NO, I MISSED GETTING ANY!

NOW, PETER, DO I REALLY HAVE TO GO OVER THE DEFINITION OF A *FREELANCER* WITH YOU AGAIN?

I'M SORRY, JOE. I GUESS I'VE BEEN SO WRAPPED UP IN MY PERSONAL PROBLEMS LATELY THAT I'VE BEEN NEGLECTING MY WORK.

WHAT PROBLEMS ARE THOSE, SON?

YOU NAME IT, I'VE GOT IT! SINCE I DROPPED OUT OF SCHOOL MY AUNT MAY WON'T TALK TO ME! I'VE GOT TROUBLE WITH MY GIRL, TROUBLE WITH MY FRIENDS--

--AND NOW I SEEM TO BE MAKING TROUBLE FOR MYSELF AT WORK.

EASY NOW, SON. DON'T BE *TOO* HARD ON YOURSELF!

YOU JUST HAVE TO STICK WITH IT! YOU WERE MAKING BIG STRIDES IN THE QUALITY OF YOUR PHOTOS, IT'S NOT UNUSUAL TO HIT A SLUMP, ESPECIALLY WITH ALL THE OTHER THINGS GOING ON IN YOUR LIFE!

IF ROBBIE ONLY KNEW THAT MY PICTURES WERE LOOKING BETTER BECAUSE THE BLACK CAT WAS TAKING THEM FOR ME! HOW EMBARRASSING!

YOU'RE A SMART YOUNG MAN, PETER. FRANKLY, I'M STILL A LITTLE SURPRISED THAT YOU DROPPED OUT OF SCHOOL.

BUT THE BOTTOM LINE IS: IF YOU'RE GOING TO BE A PHOTOGRAPHER, BE A GOOD ONE!

YOU'VE GOT THE STUFF!

THANKS, JOE. I'LL TRY HARDER!

I KNOW YOU WILL, SON. AND NOW I THINK IT'S TIME FOR *ME* TO APOLOGIZE TO *YOU!*

HUH? WHAT FOR?!

FOR THE WAY I'VE BEHAVED LATELY. I KNOW I'VE BEEN A BEAR, AND THERE'S REALLY NO EXCUSE FOR IT!

I GUESS THE PRESSURE OF MY PROMOTION TO EDITOR IN CHIEF WAS MAKING ME A LITTLE CRAZY, AND I WAS TAKING IT OUT ON THE PEOPLE AROUND ME!

I WANT YOU TO KNOW THAT IF I WAS ROUGH ON YOU, IT WAS MORE BECAUSE OF THE STRAIN I WAS UNDER THAN FOR ANYTHING YOU DID.

I THINK I'M BACK ON AN EVEN KEEL NOW, AND I HOPE THERE WON'T BE ANY MORE OF THOSE OUTBURSTS OF MINE! AGAIN, MY APOLOGIES.

GEE, JOE, I THINK I KNOW WHAT YOU WERE GOING THROUGH.

BESIDES, THE CRITICISM I GOT WAS ONLY WHAT I DESERVED, JUST LESS DIPLOMATICALLY DELIVERED THAN I WAS USED TO FROM YOU!

YOU SURE DON'T NEED TO APOLOGIZE TO ME. AND I PROMISE YOU I'LL DO MY DARNEDEST TO MAKE MY WORK *WORTHY* OF A REALLY TOP-NOTCH EDITOR IN CHIEF!

THANKS, PETER.

THANK *YOU*, JOE!

WHAT A GOOD GUY JOE IS. IF ONLY I COULD SOLVE ALL MY PROBLEMS THAT EASILY.

ANYWAY, THAT'S ONE LESS THING TO WORRY ABOUT TILL TONIGHT WHEN THE CAT AND I PAY OUR VISIT ON THE KINGPIN OF CRIME, TO SETTLE THINGS WITH HIM ONCE AND FOR ALL!

THE SULTRY SUMMER DAY PASSES SLOWLY IN THE CONCRETE CANYONS OF THE BIG APPLE, AND EVENING FINDS US AT A LUSH PENTHOUSE APARTMENT OCCUPIED BY...

...FELICIA HARDY, ALIAS THE BLACK CAT.

WHAT A TRANQUIL DOMESTIC SCENE, ME SITTING HERE SEWING FOR MY SPIDER!

FACE IT, THOUGH, GIRL, YOU'RE DOING THIS TO TRY AND KEEP YOUR MIND OFF THIS EVENING -- AND IT *ISN'T* WORKING!

I'M AFRAID OF FACING THE KINGPIN!

BUT MY SPIDER WANTS TO MAKE SURE THAT THE DEBT I OWED THE KINGPIN FOR GIVING ME MY SUPER POWERS IS CANCELLED!

BUT IF IT ISN'T-- THEN WHAT WILL WE DO? FIGHT THE CRIMELORD?

HE GAVE ME MY POWERS, MAYBE HE CAN TAKE THEM AWAY, TOO. THEN WHERE WOULD I BE?

WHY IS SPIDER PUTTING ME *THROUGH* THIS GRIEF? THIS ISN'T THE WAY I WANTED THINGS TO GO! SOMETIMES I WONDER IF OUR RELATIONSHIP IS WORTH ALL THE HASSLES.

HE'S SUCH A STRAIGHT ARROW, SO STUFFY SOMETIMES...

BUT, NO! HE'S THE ONLY MAN FOR ME. WHERE ELSE COULD I FIND SOMEONE WHO COULD MATCH MY LOVE OF ADVENTURE...OR MY POWER?

AND I'M SURE THE LONGER WE STAY TOGETHER, THE MORE I'LL BE ABLE TO LOOSEN HIM UP SOME.

YES! MY LOVE FOR HIM IS SO GREAT THAT NOTHING COULD MAKE US--

FELICIA! YOU READY TO GO?

SPIDER!

I'M ALWAYS READY TO GO WITH YOU, LOVER. ANYTIME, ANYWHERE!

BUT FIRST I'VE GOT SOMETHING TO SHOW YOU!

GOOD GOSH! GET AWAY FROM THAT, FELICIA! IT'S *DANGEROUS!*

HOW DID IT MANAGE TO ESCAPE FROM FANTASTIC FOUR HEAD-QUARTERS? I THOUGHT REED RICHARDS HAD IT LOCKED UP FOR GOOD!

SILLY! THIS ISN'T YOUR *REAL* ALIEN COSTUME.

THIS IS JUST AN ORDINARY, EVERY-DAY CLOTH VERSION OF IT. I SEWED IT MYSELF!

IT'S SO MUCH SEXIER THAN YOUR OLD RED AND BLUE LONG JOHNS! WHY DON'T YOU TRY IT ON?

NO WAY!

B-BUT WHY?!

I'M SORRY, CAT. I KNOW YOU WENT TO A LOT OF TROUBLE TO MAKE THAT FOR ME AND I APPRECIATE IT. BUT I JUST CAN'T BRING MYSELF TO WEAR IT!

"I STILL GET THE HEEBIE JEEBIES THINKING ABOUT HOW THE REAL LIVING COSTUME ALMOST CREATED A PERMANENT SYMBIOTIC BOND WITH MY BODY!

"IF MR. FANTASTIC HADN'T USED SOME KIND'A SONIC GUN TO DRIVE IT OFF OF ME, I MIGHT HAVE BEEN STUCK IN IT *FOREVER!*"

OH.

AW, DON'T ACT SO DISAPPOINTED, CAT. MAYBE I'LL TRY IT ON SOME DAY SOON WHEN I GET OVER BEING UNEASY ABOUT IT--OKAY?

IN THE MEANTIME, WE'VE GOT A DATE TO KEEP--

-- WITH THE *KINGPIN OF CRIME!*

I STILL DON'T LIKE THIS, BUT IF I DON'T GO ALONG WITH MY SPIDER, HE MAY THINK I'M CHOOSING TO BE ON THE KINGPIN'S SIDE.

TRUTH IS, PART OF ME STILL WISHES I WAS LEADING THE EXCITING LIFE OF A MASTER-CRIMINAL!

DARN YOU, SPIDER! WHY DID YOU HAVE TO INSIST THAT I CHANGE?

YOU'RE AWFULLY QUIET, FELICIA! DON'T TELL ME THE CAT'S GOT *YOUR* TONGUE!

THWIP!

SPA NNG

WHAT?! MY WEB-LINE... IT *BROKE!*

THAT NEVER HAPPENED TO ME BEFORE! COULD IT HAVE SOMETHING TO DO WITH MY HAVING HAD TO PULL MY SPARE WEB-SHOOTERS OUT OF MOTHBALLS WHEN I WENT BACK TO WEARING MY OLD COSTUME?

NO TIME TO THINK ABOUT IT NOW! GOT TO SHOOT OUT ANOTHER WEB--LATCH ONTO THAT BUILDING CORNICE...

SPIDER, ARE YOU OKAY?

THWIP!

SURE, CAT. NO SWEAT! JUST HAD A LITTLE PROBLEM WITH MY WEB-BING. EVERYTHING IS FI--

--YIIIIIIII!

KRR-RRAK!

THE CONCRETE IS CRUMBLING-- GIVING WAY!

SPIDER!

THIS IS GETTING EMBARASSING! IF WORD OF THIS GETS OUT, I MAY HAVE MY "SUPER-DOERS OF AMERICA" LICENCE REVOKED!

ONE NICE THING ABOUT NEW YORK CITY, THOUGH

--THERE ALWAYS SEEM TO BE PLENTY OF FLAGPOLES HANDY TO RESCUE A HERO-IN-DISTRESS!

NOW, I'LL JUST SPRING OFF THIS POLE--

--SWING AROUND THE TOP OF THIS WATER TOWER... ANOTHER FIXTURE IN ABUNDANT SUPPLY HERE IN THE BIG APPLE...

...AND THEN HAVING WORKED OFF MY EXCESS MOMENTUM, I CAN COME, AT LAST TO A SAFE STOP BY CLINGING TO THE SIDE OF A CONVENIENT BUILDING!

IS IT ANY WONDER WHY THERE ARE NO SPIDER-MEN IN ARIZONA! THERE'S NOTHING OUT THERE TO CLING TO!

SPIDER, ARE YOU ALL RIGHT?

OH SURE, CAT. I'M FINE! ACTUALLY I'M A LITTLE SURPRISED THAT SORT OF THING DOESN'T HAPPEN MORE OFTEN, CONSIDERING THE SHAPE SOME OF THESE BUILDINGS ARE IN!

BUT THIS IS NO TIME TO DWELL ON URBAN RENEWAL --WE'VE GOT US A KINGPIN TO CONFRONT! LET'S GO!

GEE, THE WAY ALL THOSE THINGS JUST WENT WRONG FOR MY SPIDER, IT'S ALMOST AS IF MY BAD LUCK LUCK POWER WAS AFFECTING HIM! BUT THAT'S IMPOSSIBLE!

MY POWER ONLY WORKS ON PEOPLE WHO TRY TO HARM ME!

AT LEAST THAT'S THE WAY THEY'VE WORKED UP TILL NOW! BUT JUST BEFORE SPIDER'S WEB BROKE, I WAS FEELING MAD AT HIM! IS IT POSSIBLE THAT SOMEHOW THAT MADE MY POWERS WORK AGAINST HIM?

WE'LL BE AT THE KINGPIN'S PLACE SOON, MAYBE THEN I'LL GET SOME ANSWERS!

AND AT "THE KINGPIN'S PLACE"...

AH! I SEE THE WORK TO REPAIR THE DAMAGE TO MY HEADQUARTERS IS PROCEEDING WITH APPROPRIATE HASTE!

SEVERAL OF THE WALLS AND REINFORCED BUTTRESSES WERE SHATTERED WHEN SILVERMANE WENT ON HIS RAMPAGE HERE!*

FOREMAN! WHEN DO YOU EXPECT TO HAVE THIS WORK FINISHED?

IT'S GOING PRETTY GOOD, SIR. BUT WHY ARE THESE REPAIRS SO URGENT THAT WE HAVE TO WORK ROUND THE CLOCK SHIFTS?

I'M IN A VERY...SENSITIVE... BUSINESS. MY COMPETITORS ARE NOT ABOVE USING THESE BREECHED WALLS TO ENTER AND GAIN ACCESS TO MY... TRADE SECRETS.

IS THAT WHY THAT ROOM AT THE TOP OF THE BUILDING WAS SO HEAVILY ARMORED?

MY KEEP? YES. THAT IS WHY I'M HAVING IT REBUILT EVEN STRONGER! I UNDER-ESTIMATED THE STRENGTH OF MY COMPETITION! ANOTHER SUCH LAPSE IN JUDGEMENT MIGHT ELIMINATE ME...AS A VIABLE FORCE IN MY TRADE!

NOW, CARRY ON!

WHEW! HARD TO BELIEVE THAT GUY HAS ANYTHING TO FEAR FROM ANYBODY! HE LOOKS LIKE HE'S TOUGHER THAN THE REIN-FORCED STEEL AND CONCRETE WALLS WE'RE REBUILDING!

OKAY, MEN, LETS GET BACK TO WORK! I DON'T THINK MR. FISK WANTS US TAKING ANY COFFEE BREAKS JUST NOW!

EVEN AS THE MEN CONTINUE TO RESTORE THE BUILDING, IN AN ADJACENT ROOM, THE KINGPIN HEARS...

BRRNNNNG!

AN *ALARM!* IS THERE ANOTHER ATTACK BEING STAGED ON MY HEADQUARTERS?

SURVEILLANCE SECTION, REPORT AT ONCE!

KINGPIN, SPIDER-MAN AND THE BLACK CAT HAVE BEEN SPOTTED APPROACHING THE BUILDING! WHAT ACTION SHOULD WE TAKE?

HMMM. UNDOUBTEDLY THEY THINK TO STRIKE WHILE MY DEFENSES ARE WEAKENED, THINKING ME VULNERABLE! THEY WILL LEARN THAT KINGPIN IS NEVER MORE DEADLY THAN WHEN HIS BACK IS AGAINST THE WALL!

ACTIVATE THE DEFENSE SYSTEMS!

THOSE AREN'T LIKELY TO KEEP OUT PEOPLE WITH THEIR POWER!

INDEED! AND IF THEY DO GET IN, I HAVE ONE ACE IN THE HOLE TO DRAW UPON!

MY REVENGE UPON THEM IS A CERTAINTY! WIN OR LOSE THE KINGPIN WILL HAVE THE LAST WORD!

WHILE ELSEWHERE IN THE BUILDING...

SO, SPIDER-MAN AND THE BLACK CAT ARE HEADING THIS WAY! THIS MAY GIVE ME THE PERFECT OPPORTUNITY TO TEST MY NEW-FOUND ABILITIES--TO SEE JUST HOW POWERFUL THEY REALLY *DO* MAKE ME!

IF MY ASSESSMENT IS CORRECT, THE KINGPIN MAY JUST HAVE HIS NEW SUPER AGENT!

ON THE OTHER HAND, AS A RESEARCH SCIENTIST, I CAN USE THIS AMAZING DISCOVERY TO FURTHER MY CAREER... THAT'S AN INTRIGUING POSSIBILITY!

PERHAPS THESE SPOTS WILL GIVE JOHNNY OHNN THE POWER TO GO FREELANCE, TO NO LONGER DEPEND ON THE KINGPIN--OR ANYONE ELSE--FOR FUTURE RESEARCH FUNDS.

BUT FIRST, THE CONFRONTATION!

MEANWHILE, ON THE NIGHT-DARK STREETS OF MANHATTAN, STILL LURKING IN THE SHADOWS OF THE BAXTER BUILDING...

IT HAS BUT RECENTLY ESCAPED FROM THIS FORTRESS WHICH QUARTERS THE FAR-FAMED FANTASTIC FOUR, FREED BY AN ALIEN PROBING DEVICE WHICH DRILLED A SMALL HOLE IN IT'S TRANSPARENT PRISON TUBE!

NOW IT HAUNTS THE STREET, WAITING FOR UNSUSPECTING PREY!

I--I GUESS ALL THE RUMORS I HEARD WEREN'T REALLY TRUE!

BACK IN INDIANA, ALL THE FOLKS SAID I'D HAVE TO BE REAL CAREFUL ABOUT WALKING AROUND NEW YORK CITY AT NIGHT!

BUT, HECK! IT DON'T SEEM SO BAD. THERE'S NOTHING TO BE AFRAID OF--HARDLY EVEN A SOUL OUT ON THE STREET.

JUST GOES TO SHOW YOU, YOU SHOULDN'T FORM AN OPINION ABOUT ANYTHING TILL YOU EXPERIENCE IT FIRST--

--HAND!

YIIIIIIII!

HE STRUGGLES BRIEFLY, AS THE EBON COSTUME ENGULFS HIM, THEN--UNDER THE CONTROL OF THE ALIEN SYMBIOTE, HE GROWS CALM--

--AND SHOOTING A WEB-LINE FROM THE BACK OF HIS HAND, SWINGS OFF INTO THE NIGHT!

AND BACK AT THE KINGPIN'S PRIVATELY-OWNED SKYSCRAPER...

WELL, HERE WE ARE ON TOP OF THE KINGPIN'S HQ I'VE MANAGED TO SNEAK INSIDE BEFORE, SO MAY I SUGGEST...

HOLD IT, CAT! MY SPIDER-SENSE IS BUZZING--!

A NET, SHOOTING AT US! KINGY MUST HAVE BEEFED UP SECURITY! USED TO BE YOU HAD TO GET *INSIDE* BEFORE YOU GOT ATTACKED!

BUT THERE'S NO WAY ANYTHING AS CLUMSY AS AS THIS CAN CATCH US, RIGHT CAT?

ALL WE HAVE TO DO IS LEAP OUT OF THE WAY BEFORE--

HEY! SOMEHOW THE NET SHREDDED AND WRAPPED AROUND MY LEGS!

SORRY, LOVER! MY BAD LUCK POWER CAUSED THE NET TO SHRED, AND I GUESS PART OF IT SNAGGED YOU!

NO PROBLEM! I CAN LAND ON MY HANDS JUST AS EASILY AS MY FEET.

BUT REALLY CAT, CAN'T YOU YOU CONTROL YOUR POWER ANY BETTER THAN THAT? I DON'T KNOW WHO I HAVE TO BE MORE CAREFUL OF-- YOU OR THE KINGPIN!

HE'S RIGHT! NOW I REALLY WANT TO HAVE A CHANCE TO CONFRONT THE KINGPIN WITHOUT MY SPIDER AROUND! MAYBE...

MAYBE YOU'RE RIGHT, SPIDER! MAYBE IT WOULD BE BETTER IF WE SPLIT UP-- TRIED TO ATTACK THE KINGPIN FROM DIFFERENT FRONTS!

I DON'T THINK SO CAT! EVEN IF YOUR BAD LUCK VIBES ARE A LITTLE UNPREDICTABLE, WE'RE STILL BETTER OFF GOING INTO THIS TOGETHER! UNITY! IN STRENGTH AND ALL THAT!

YEOW! MOVE IT, CAT! LOOKS LIKE THEY'VE GIVEN UP TRYING TO *CAPTURE* US-- NOW THEY WANT TO *KILL* US!

YOU CAN DODGE ALL YOU WANT TO, LOVER! THE BLACK CAT WILL STAND HER GROUND!

MY BAD LUCK POWER MAKES THOSE BULLETS VEER OFF OR CRUMBLE TO DUST BEFORE THEY EVER REACH MY SUCCULENT LITTLE BOD!

MAYBE SO, BUT I'M STILL GONNA WEB UP THE BARREL, JUST IN CASE ONE OF THOSE SHELLS NEVER READ YOUR *PRESS NOTICES!*

THWIP!

NOW I'D BETTER WEB UP THE LENS OF THAT *SURVEILLANCE CAMERA* SO KINGY WON'T BE ABLE TO SEE EVERY MOVE WE MAKE!

RIGHT! AND WHILE YOU'RE DOING THAT, I'LL JUST SQUEEZE INTO THE OPENING IN THE ROOF THAT THE NASTY OLD GUN CAME OUT OF!

THAT LOOKS LIKE THE FASTEST WAY *INTO* THIS FORTRESS! HEY-- WHERE'D THIS *BLACK CIRCLE* COME FROM?!

CAT! MY SPIDER-SENSE IS BUZZING-- DON'T--

TOO LATE! SHE COULDN'T STOP HER FORWARD MOMENTUM AND NOW SHE--SHE'S PLUNGING RIGHT *INTO* THE HOLE!

NO! SHE'S *DISAPPEARING!* AND NOW, *ANOTHER* HOLE IS MATERIALIZING!

WHAT ARE THEY? IS THE KINGPIN RESPONSIBLE FOR THEM?

NO, NOT THE KINGPIN, BUT ONE EQUALLY DANGEROUS! I AM... *THE SPOT!*

THE *SPOT...?!?*

ER... EXCUSE ME...

HAHAHAHA! YUK YUK YUK! "THE SPOT"! HOO-BOY!

THE *BLACK CAT* IS QUITE *SAFE!* I MERELY USED ONE OF MY SPOTS TO TRANSPORT HER SEVERAL BLOCKS AWAY FROM HERE SO YOU AND I COULD FACE EACH OTHER *ALONE!*

"THE SPOT" TEE-HEE!!

ER... SPIDER-MAN...?

CHUCKLE! SNORT Y...YEAH?!

I'M HERE TO LEARN SOME THINGS ABOUT MYSELF! AND TO TEACH YOU A THING OR TWO!

UH-HUH. YEAH. OKAY. SURE.

WHA-?! MY FIST SINKING RIGHT *INTO* YOU!

NO HARM DONE, MY *IMPETUOUS YOUTH!*

NOW ALLOW ME TO DEMONSTRATE SOME OF THE OTHER USEFUL PROPERTIES MY SPOTS POSSESS.

I'LL JUST GRAB A HANDFUL FROM MY BODY--AND HURL THEM INTO THE AIR...

THEY'RE STAYING SUSPENDED WHEREVER THEY LAND!

EXACTLY! AND BY THROWING A PUNCH THROUGH THIS SPOT NEAR *ME*, IT TRAVERSES THE INTERVENING SPACE BETWEEN US--

--AND COMES OUT THROUGH A SPOT NEAR *YOU!*

OWCH!

THUD!

SOMEHOW, MY SPIDER-SENSE DIDN'T WARN ME IN TIME FOR ME TO DODGE THAT PUNCH!

IT'S AS IF HIS FIST DIDN'T EVEN EXIST TILL IT HIT ME!

INDEED IT WAS TRAVERSING ANOTHER DIMENSION UNTIL THE MOMENT IT EMERGED FROM THE SPOT!

NIFTY GIMMICK, SPOT! ONLY ONE PROBLEM--THAT PUNCH COULDN'T HAVE KNOCKED OVER A SMURF, LET ALONE YOUR FRIENDLY *IMPETUOUS SPIDER-YOUTH!*

NOW LET'S SEE HOW YOU LIKE IT WHEN *I* LAND ONE ON *YOU!*

I SERIOUSLY DOUBT IF YOU *COULD*, BUT JUST IN CASE I'M *WRONG*...

HE'S DIVING BACK INTO ONE OF HIS HOLES!

I FEEL LIKE I'M LIVING A WARNER BROTHERS CARTOON!

COME OUT OF THERE YOU CWAZY WABBIT!

HEY! OUCH! ≡YAWN!≡ *OOCH! ACK!*

BOY, SPOT, YOU'RE A TOUGH GUY!

PERHAPS I DON'T HIT TERRIBLY HARD! BUT EVEN THE *STRONGEST* OF TREES CAN BE FELLED BY SUFFICIENT STROKES WITH EVEN THE *SMALLEST* OF HATCHETS!

GOODNESS! I DO BELIEVE THIS COULD GET TO BE FUN!

THE HOLE THAT I CAME THROUGH IS GONE! AND THAT WEIRDO IS BEATING UP ON MY SPIDER!

GOT TO GET BACK THERE TO HELP HIM! ONLY THE WAY IT'S GOING I MAY NOT MAKE IT IN TIME!

IF ANYTHING HAPPENS TO SPIDER THE KINGPIN WILL PAY! I'LL MAKE SURE OF IT!

CAN'T SEEM TO GET AN EDGE AGAINST THIS GUY! HE PULLS BACK INSIDE HIS HOLES BEFORE I EVEN HAVE THE CHANCE TO GRAB ONE OF HIS LIMBS!

AND I NEVER KNOW WHERE THE NEXT SHOT IS COMING FR--

KLOP!

UNGH!

THAT ONE CAUGHT ME FLUSH-- KNOCKING ME BACK...

...RIGHT INTO ANOTHER HOLE!

AND INTO THAT OTHER DIMENSION!

WELCOME TO THE DIMENSION OF SPOTS, SPIDER-MAN! HAIL--

--AND FAREWELL!

ARGH!

KRRAAAK!

SPIDER!

SPIDER, ARE YOU *ALL RIGHT?*

YEAH! JUST A LITTLE SHAKEN UP! THAT HOLE HE THREW ME THROUGH WAS SO CLOSE TO THE BRICK WALL THAT I DIDN'T HAVE TIME TO REACT, COULDN'T ROLL WITH THE IMPACT!

HA! WHO WOULD HAVE THOUGHT THAT BESTING THE FEARSOME SPIDER-MAN COULD BE SO EASY!

YOU WON'T THINK SO WHEN I CLEAR MY HEAD, SPOT!

PERHAPS NOT, IF I WAITED AROUND FOR *THAT* TO HAPPEN! BUT I'M NOT THAT FOOLHARDY!

I'LL JUST DUCK BACK INSIDE MY HOLE--

--AND PULL IT IN AFTER ME!

POIT

COME *BACK* HERE, *SPOT!*

OH, GREAT! ONLY I COULD HAVE A FIGHT WITH A GUY WHO MAKES ME SOUND LIKE I'M SCOLDING A DISOBEDIENT PUPPY--

ONE MORE THING--

OBOY--

DON'T HARNESS THE KINGPIN AGAIN, OR I SHALL BE FORCED TO DESTROY YOU BOTH!

POIT

WELL THIS EVENING WAS CERTAINLY A BUST BUT WE WERE HARDLY EXPECTING INTERFERENCE FROM ANYONE LIKE THAT!

I THINK WE'D BETTER BEAT A HASTY RETREAT, REGROUP, AND MOUNT A BETTER-PLANNED ATTACK!

YOU'RE RIGHT, SPIDER!

AND JUST MAYBE I'D BE BETTER OFF MAKING THE NEXT ATTEMPT ON MY *OWN!*

I'LL BE BACK, ALL RIGHT! BUT NEXT TIME I'VE GOT TO FIND A WAY TO FACE THE KINGPIN ALONE!

I'VE GOT TO LEARN IF MY SUSPICIONS ARE CORRECT-- THAT MY POWERS ARE MAKING ME A THREAT TO THE MAN I LOVE!

NEXT: *THE FINAL SHOWDOWN WITH THE KINGPIN! DON'T MISS THE DOUBLE SIZE SPECTACULAR # 100...*

BREAKIN'!

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THE *LAST* MARVEL TEAM-UP®

SPIDER-MAN®

AND THE UNCANNY

X-MEN®

AND NOW . . .

A MOMENT'S SILENCE

BEFORE THE ACTION BEGINS --

Stan Lee PRESENTS: A DOUBLE-SIZED 150TH ANNIVERSARY TEAM-UP OF SPIDER-MAN AND THE X-MEN

'TIS BETTER TO GIVE!

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PETER PARKER! I SAW YOU COME IN AND I DIDN'T SEE YOU LEAVE! AND I'VE BEEN WATCHING!

KNOCK! KNOCK!

IT'S MRS. MUGGINS! BLAST!

I KNOW YOU'RE IN THERE, PARKER! COME TO THE DOOR THIS MINUTE! YOU'RE A WEEK BEHIND ON YOUR RENT!

KNOCK! KNOCK!

OF COURSE YOU DIDN'T SEE ME, YOU OLD BAT! I'VE BEEN COMING AND GOING THROUGH THE SKYLIGHT AS SPIDER-MAN!

I DON'T HAVE THE MONEY FOR THE RENT! I DON'T EVEN HAVE ENOUGH FOR GROCERIES!

HAVING THE PROPORTIONAL STRENGTH AND AGILITY OF A SPIDER CAN BE USEFUL IN STICKY SITUATIONS LIKE THIS ONE!

SOMETHING TELLS ME I SHOULD BEAT A HASTY RETREAT!

MY SPIDER-SENSE! WARNING ME OF...

ISN'T THIS WEATHER JUST SUPER?

...DANGER?

RATS! THOSE GIRLS WHO MOVED IN NEXT DOOR*...

*PETER PARKER #99 -- DANNY.

...SUN BATHING! ANY OTHER TIME I'D BE ECSTATIC...

REALLY, BAMBI! LIKE WE'VE GOT FOOD AND MUSIC AND SUN TAN LOTION!

WE CAN STAY HERE ALL DAY, RANDI, AND JUST... SOAK UP THE SUN!

MAN...WE'RE GONNA HAVE THE BEST TANS IN NEW YORK CITY!

DOUBLE RATS!

NO WAY I CAN MAKE IT PAST THEM WITHOUT BLOWING SPIDER-MAN'S COVER SKY HIGH!

PARKER! I'VE GOT A *KEY!* AND I'M *COUNTING!* IF YOU DON'T OPEN THE DOOR BY THE TIME I REACH TEN...

...I'LL OPEN IT MYSELF! *ONE...TWO...*

KNOCK! KNOCK!

M-MRS. MUGGINS? I'M...UH... TAKING A *SHOWER!* HOLD ON A SECOND!

WOOOOSSSH!

NINE... TEN!

MRS. MUGGINS! I COULDN'T HEAR YOU ABOVE THE *WATER!*

BUT I'M GLAD YOU'RE HERE! I'VE BEEN MEANING TO TALK TO YOU!

THERE'S A GAGGLE OF GIRLS *SUNBATHING* ON THE ROOF! THE NOISE! THE MUSIC! THE GIGGLING!

YOU'RE GONNA HAVE TO DO SOMETHING ABOUT--

CAN IT, PARKER! I *KNOW* THAT TRICK! AND YOU'RE NOT USING IT TO DISTRACT ME!

THE BLONDE ONE IS MY *NIECE, CANDI!* AND SHE'S *PAID* HER RENT! WHERE'S *YOURS?*

DON'T WORRY, MRS. MUGGINS! YOU'LL GET IT... THURSDAY!

I'D BETTER!

YOU WILL! GOOD-BYE, MRS. MUGGINS!

DARN! I'VE BEEN EATING PEANUT BUTTER FOR A WEEK ALREADY! AND I'VE STILL GOTTA GET A PRESENT FOR AUNT MAY!

EVEN IF SHE ISN'T SPEAKING TO ME FOR QUITTING GRAD SCHOOL, IT'D BREAK HER HEART IF I FORGOT HER BIRTHDAY!

I'LL JUST HAVE TO EARN SOME CASH! FAST!

WHILE ON THE OTHER SIDE OF THE WORLD, ABOVE AN ASIAN JUNGLE...

HERE WE ARE, MISTER! RIGHT DOWN THERE'S THE AREA YOU HIRED ME TO FLY OVER!

THE TEMPLE RUINS ARE OVER THERE TO THE LEFT!

THANKS!

TIME FOR ME TO BE GOIN', THEN!

HEY, MISTER! YOU *CRAZY?* THEY'RE HAVING *BATTLE MANEUVERS* DOWN THERE!

I DON'T HAVE TIME TO WAIT! BLACK TOM'S BIRTHDAY'S DAY AFTER TOMORROW! I GOTTA GET HIS PRESENT *NOW!*

HEY! STOP! YOU DON'T EVEN HAVE A *PARACHUTE!*

I DON'T *NEED* ONE!

〈LIEUTENANT CHENG! UP IN THE SKY, SIR! IS IT A BIRD?*〉

〈WHAT??〉

*TRANSLATED FROM THE KOREAN-- DANNY.

〈IT'S A MISSILE COMING STRAIGHT FOR US!〉

SCATTER!

BA-ROOM!

〈W-WHAT *WAS* IT, SIR?〉

〈IT WAS LIKE NOTHING IN OUR TRAINING MANUAL!〉

〈IT LOOKED LIKE A...MAN!〉

〈NONSENSE, CORPORAL! NO MAN COULD DO *THAT!* APPROACH THAT WRECKAGE! FIND OUT WHAT IT WAS!〉

〈TH-THERE'S NO WRECKAGE, SIR! I-IT'S ALIVE-- AND IT'S--〉

WHY'RE YOU POINTING THOSE PUNY THINGS AT ME?

CAN'T YOU SEE THEY WON'T DO ANY GOOD?

〈HE SPEAKS *ENGLISH*, SIR!〉

〈SH-SHOOT HIM!〉

I'M JUGGERNAUT!

LIKE I TOLD YOU, I'M *JUGGERNAUT!* BULLETS JUST BOUNCE OFFA ME!

BLAM!

BLAM!

CRUNCH!

BASH!

AND *JEEPS* WON'T STOP ME EITHER!

CRASH!

THE LAST PERSON THAT EVEN SLOWED ME DOWN WAS *SPIDER-MAN!*

AND *HE* BURIED ME IN THOUSANDS OF TONS OF CEMENT! TOOK ME *MONTHS* TO WALK OUTTA THAT MESS!

AND YOU THINK THAT *PEA-SHOOTER'S* GONNA STOP ME? *HA!*

BLAM!

FIRE!

BA-BLOOOM!

BLACK TOM *SAYS* IT'S OKAY IF I SCREWED UP AND DIDN'T BRING HIM *MADAME WEBB* LIKE I PROMISED*...

...BUT I SPOILED HIS *PLANS!* HE JUST DOESN'T WANT ME TO FEEL BAD 'CAUSE HE'S MY *FRIEND*--THE ONLY ONE I EVER HAD!

ANY OTHER TIME I'D BE GLAD TO STAY AND PLAY TARGET PRACTICE...BUT RIGHT NOW I'M IN A HURRY!

*SEE *AMAZING SPIDER-MAN* #230--DANNY.

BUT HE *HAS* TO BE MAD! *I'D* BE MAD...!

BASH!

KER-AAAASH!

REAL MAD!!! IT'S ALL THAT CRUMMY SPIDER-MAN'S FAULT!

TOM'S A MUTANT, SURE! AND HE CAN FIRE FORCE BOLTS THROUGH HIS SHILLELAGH--BUT THAT'S NOT ENOUGH FOR A GUY LIKE HIM!

HE WANTS *POWER!* *LOTS* OF POWER! BUT HE DOESN'T NEED SOME CRUMMY OLD WOMAN TO GIVE IT TO HIM!

I'M HIS FRIEND! AND *I'M* GONNA SEE HE GETS IT!

IT'S UNDER THERE SOMEWHERE! BURIED! THE *TEMPLE OF CYTTORAK!*

I REMEMBER THE FIRST TIME I CAME HERE!

MY DUMB, MIND-READING MUTANT OF A STEP-BROTHER, *CHARLES XAVIER,* TRIED TO STOP ME!

BUT HE *COULDN'T!*

SMASH!

AND NOW, I'M *JUGGERNAUT!* *NOBODY* CAN STOP ME-- *EVER--*

--NOT EVEN CHARLES AND HIS WIMPY *X-MEN!* HIS STUPID PSIONIC BLASTS CAN'T GET THRU MY HELMET!

THERE IT IS! THE *RUBY OF CYTTORAK*...

...THE JEWEL THAT MADE ME STRONG, UNSTOPPABLE--AND UNTOUCHABLE... UNLESS I WANT TO BE TOUCHED!

WHAT A *GREAT* PRESENT! TOM'LL *LOVE* IT!

" WHOEVER TOUCHES THIS GEM SHALL POSSESS THE POWER OF THE CRIMSON BANDS OF CYTTORAK SHALL... BECOME A *HUMAN JUGGERNAUT!*"

THAT'S WHAT IT SAYS, ALL RIGHT!

DAY AFTER TOMORROW, TOM'LL TOUCH IT--AND THEN HE WON'T NEED ANYBODY ELSE'S POWER BUT HIS OWN! HE'LL BE AS POWERFUL AS ME!

WHILE BACK IN MANHATTAN...

I'M BUSHED! AND MY RESERVES OF SALTINES'RE RUNNING LOW!

I'VE BEEN SWINGING 'ROUND THE CITY FOR TWO DAYS WITH NOT ANOTHER SUPER HERO OR SUPER-CROOK IN SIGHT...

...AND ROBBIE'S MADE IT CLEAR HE REALLY WANTS SHOTS OF OTHER HEROES. HE WON'T BUY SHOTS OF SPIDEY CATCHING MUGGERS OR DOING ANYTHING ORDINARY!

WHICH IS ALL I *HAVE* BEEN DOING LATELY! EVEN MY GIRL, THE *BLACK CAT'S* BEEN KEEPING OUT OF MY PATH...

...WHICH IS PROBABLY JUST AS WELL, CONSIDERING SHE'S--

HI THERE!

LIKE...IT'S THE GUY WHO COMPLAINED ABOUT OUR *SUNBATHING!*

WHAT'S THE MATTER, PETE? YOU DON'T LIKE *GIRLS?*

ME... UH... THAT IS... YEAH! SURE, I LIKE GIRLS! I DON'T MIND YOUR SUNBATHING! REALLY!

BUT IT WAS ALL I COULD THINK OF TO DISTRACT MRS. MUGGINS FROM TRYING TO COLLECT THE RENT!

I'M A FREELANCE *PHOTOGRAPHER,* SEE! I WORK FOR THE BUGLE BUT RECENTLY THINGS'VE BEEN A LITTLE SLOW AND...

A *PHOTOGRAPHER!* WOW! MY AUNT *TOLD* ME! ACTUALLY, I'M A LITTLE SCARED OF HER, TOO!

NINOKK

I CAME TO NEW YORK TO BE A *MODEL!* 'COURSE I'M A WAITRESS NOW... BUT AS SOON AS I GET MY PORTFOLIO TOGETHER...

SAY, YOU WANTA COME UP ON THE ROOF AND TAKE OUR PICTURES...?

YEAH! *THE PURPLE TIGER,* WHERE WE WORK, LETS US TAKE HOME ALL SORTS OF FOOD! SALAD... ROAST BEEF... EVEN *CHOCOLATE CAKE...*

CHOCOLATE CAKE...? NOW *THAT'S* THE BEST OFFER I'VE HAD ALL DAY!

YOU COULD JOIN US FOR LUNCH...

BELOW THE UPSTATE NEW YORK MANSION KNOWN AS **PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS**, IS A TRAINING ROOM KNOWN AS THE **DANGER ROOM**.

IT IS HERE THAT THE **X-MEN**, AN OUTLAW GROUP OF MUTANT HEROES, HONE THEIR POWERS...

YOU TWO DESTROYED FOUR PROJECTILES OUT OF SIX, ***MEIN FREUNDS***, BEFORE THEY DESTROYED YOU! NOT BAD... BUT NOT GOOD!

READY TO TRY AGAIN?

DA, NIGHTCRAWLER! WE ARE READY!

LAUNCHING SIX, KIDS! HAVE FUN!

NIGHTCRAWLER'S STARTED THE ATTACK SEQUENCE, ***ROGUE!*** GET IN POSITION!

CLIK!

AH'M GOIN', ***COLOSSUS!*** AH'LL PLAY THE TOP OF THE COURT, YOU PLAY THE BOTTOM!

LAST TIME THE MISSILES WON! LET'S SEE IF WE CAN EVEN THE SCORE!

SMASH.

ONE!

TWO!

CATCH, ROGUE!

THANKS!

BASH!

CRASH!

THREE! FOUR!

FIVE! LOOK OUT, MY FRIEND! ABOVE--

SMASH!

ugh!

SMASH!

ROGUE!

I KNOW YOU ARE STRONG AND FAIRLY INVULNERABLE, BUT...YOU CANNOT SHIFT TO ***ORGANIC STEEL*** AS CAN I! I FEARED--

AH'M **OKAY**, COLOSSUS! HONEST!

HEY, DON'T TOUCH ME! THAT MISSILE DIDN'T HURT... MUCH, BUT IT SURE TORE UP MY COSTUME! YOU DON'T WANT ME ABSORBIN' YOUR POWERS...!

YOU TWO ARE GETTING ***BETTER!***

FIVE OUT OF SIX, THAT TIME! NOT BAD!

YEP! YOU LOOK BEAT, BUT ONE MORE TRY OUGHT TO DO IT!

YOU TELEPORTED DOWN HERE TO TELL US THAT, NIGHTCRAWLER?

UH-UH! PRACTICE IS OVER--AND SOUP'S ON! HURRY AND WASH UP, OR YOU'LL BE LATE FOR SUPPER!

SOON...

THREE CHEERS FOR TELEPATHY, RACHEL! AH'M GLAD YOU CALLED US WHEN YOU DID! AH'M STARVIN'!

AND I AM GLAD, NIGHTCRAWLER, THAT YOU NOT I, MUST TELL PROFESSOR XAVIER OF THE MESS WE'VE MADE OF THE DANGER ROOM!

WELL, LET'S HOPE I DON'T MAKE A MESS UP HERE, FOLKS!

INDEED, MEIN FREUND! CAN THE TALENTED YOUNG TELSPATH MANAGE TO TELEKINETICALLY SET FOUR PLACES WITHOUT DUMPING--

NIGHTCRAWLER! ON T.V.! LOOK!

...FILMED TWO DAYS AGO BY OUR ROVING CORRESPONDENT THERE!

AFTER SINGLE-HANDEDLY VANQUISHING A PLATOON OF KOREAN SOLDIERS, HE WALKED OUT OF THE RUINS AND INTO THE SEA WHERE HE...

JUGGERNAUT! AND LOOK WHAT HE'S CARRYING!

WHAT...? AND WHO IS HE?

HE'S CAIN MARKO, ROGUE, PROFESSOR XAVIER'S STEPBROTHER. AND UNLESS I MISS MY GUESS...

...THAT'S THE RUBY OF CYTTORAK--THE MYSTICAL STONE THAT GAVE HIM HIS POWERS!

BUT CAIN POSSESSES THE JUGGERNAUT POWER! WHY DOES HE NEED THE JEWEL?

PERHAPS... HE WANTS TO SHARE THIS POWER?

HE DID SO IN THE FUTURE...AT LEAST, IN MY TIME LINE! BECAUSE BLACK TOM ASKED IT, HE AIDED US!

BUT WILL IT HAPPEN HERE IN THE PAST, I'VE BLUNDERED INTO, WHICH IS SO DIFFERENT FROM MY OWN?

AND IN MANHATTAN...

WE'LL RETURN WITH THE NEWS AFTER THIS MESSAGE FROM **LOTTO COLA!** THE COLA THAT TASTES LIKE A MILLION BUCKS AND FROM...

LOTTO COLA! I COULD USE ONE OF THOSE RIGHT NOW! WONDER IF CANDI HAS ONE OF THOSE IN HER FRIDGE...

WHICH REMINDS ME--I'D BETTER DEVELOP THOSE SHOTS! IMAGINE CANDI ASKING IF I COULD GET HER PICTURE IN THE *BUGLE!* SHEESH!

I WOULDN'T EVEN KNOW HOW TO BEGIN...

WOW! LOOK AT THIS! A *HAT* SALE! AT *SAKS!* THAT'S WHERE *CANNONBALL* GOT HIS HAT FOR HIS MOM!*

AND THEY'RE *HALF PRICE* NOW! I COULD GET AUNT MAY A HAT JUST *LIKE* IT EXCEPT--

HALF OF NOTHING'S STILL *NOTHING* AND *THAT'S* WHAT I'VE GOT TO SPEND. UNLESS--

DARN IT! I'LL JUST HAVE TO EARN SOME MONEY! TAKE PICTURES OF SOME OTHER HEROES IN ACTION...IF I CAN *FIND* SOME--*HEY!*

*LAST ISSUE--DANNY.

...TWO DAYS AGO NEAR THE CHINA SEA, WALKED OUT OF THE RUINS CARRYING A RUBY AS BIG AS...

HOLY COW!

JUGGERNAUT!

I LEFT HIM BURIED IN TONS OF HARDENING CONCRETE IN THE FOUNDATION OF THE CONVENTION CENTER!

SOMEHOW IT FIGURES EVEN *THAT* WOULDN'T STOP HIM, BUT I STILL CAN'T BELIEVE IT! I'D BETTER CHECK IT OUT!

IN A WAY I MISS MY SNAZZY BLACK COSTUME!* I NEVER HAD TO PUT THE DARN THING ON...

...OR CHECK MY WEB-SHOOTERS, SINCE IT AUTOMATICALLY OBEYED MY MENTAL COMMANDS!

WHICH IT COULD DO, SINCE IT WAS A SENTIENT ALIEN SYMBIOTE WHO WAS TRYING TO TAKE ME OVER!

*ACQUIRED DURING THE *MARVEL SUPER HEROES SECRET WARS*-- DANNY.

BRRRRRR! CONVENIENT OR NOT, REED RICHARD'S LAB IS THE BEST PLACE FOR IT TO BE!

I'D HATE TO HAVE BECOME A CANDIDATE FOR *INVASION OF THE BODY SNATCHERS!*

STILL, THE *BLACK CAT* ALWAYS LIKED THAT COSTUME! OF COURSE, SHE LIKES EVERYTHING ABOUT SPIDER-MAN!

SHE'S A GOOD PHOTOGRAPHER, TOO! ROBBIE ADMIRED HER SPIDER-MAN SHOTS... BIG SURPRISE!

PICTURES COME OUT BETTER IF THEY'RE ACTUALLY *TAKEN*-- NOT SHOT AUTOMAT-ICALLY FROM MY BELT OR A CAMERA WEBBED TO A WALL!

GOOD! THE SUN-BUNNIES'RE LEAVING! THEY'RE NICE KIDS, BUT SORT OF A BOTHER! STILL, THIS HEAT CAN'T LAST FOREVER!

HEY ISN'T *LIZ* AN *HARRY OSBORN'S* BABY DUE SOON? I'VE BEEN SO INTO MY PROBLEMS, I HAVEN'T HAD TIME FOR ANYONE ELSE'S!

I OUGHTA CALL THEM! MAYBE I'VE BEEN SELFISH...

...IN DEALING WITH AUNT MAY AND EVERYBODY! DARN IT, AS SOON AS I CAN, I'M GONNA BUY AUNT MAY THAT HAT AND ASK HER TO FORGIVE ME!

MAYBE THAT'S WHY *MARY JANE* TOLD ME ABOUT HER PAST... AND HOW SHE'S KNOWN ALL ALONG I WAS *SPIDER-MAN!**

SHE WAS SAYING WE ALL HAVE A *CHOICE* ABOUT HOW WE TREAT OTHERS AND--

*IT HAPPENED IN *AMAZING SPIDER-MAN #259*-- DANNY.

WELL, *HERE* IT IS! THE BUILDING UNDER WHICH I BURIED JUGGERNAUT! IT LOOKS FINE TO ME! *HOW* DID HE GET OUT?

WHO KNOWS! BUT LONG AS I'M NEARBY *SAKS*, MAYBE I'LL SWING BY AND SEE WHAT TIME IT OPENS...!

MEANWHILE, IN AN EXCLUSIVE AND VERY EXPENSIVE EAST-SIDE HOTEL...

HAPPY BIRTHDAY, TOM!

JUGGERNAUT! YE'VE ARRIVED! BUT IN *COSTUME*, LAD?

SORRY, TOM! ONCE I GET THIS *HELMET* BOLTED ON, IT TAKES FOREVER TO GET IT OFF...

...AND I DIDN'T WANT TO MISS YOUR PARTY!

HERE! I BROUGHT YOU A *PRESENT!*

AH, MY FRIEND, YE SHOULDN'T HAVE!

BUT I'M GLAD Y'DID!

C'MON! HAVE SOME CAKE AN' WINE!

OPEN IT FIRST, TOM!

ALL RIGHT, LAD, IF IT' LL PLEASE YA!

CAIN!

A RUBY...

AS BIG AS MY FIST!

IS THAT AN INSCRIPTION? I CAN'T SEE--

CAIN! WHAT'S HAPPENIN' TO ME?!

I-I'M GROWIN'!

AAARRRGGGHHH!

AN' MY CLOTHES! I'M--

RRRRIIIIIPPPP!

WHAT'S THE MATTER, TOM? DON'T YOU *LIKE* IT?

WHILE AT THE X-MANSION...

CAN CEREBRO LOCATE BLACK TOM, NIGHTCRAWLER?

I'VE FED IN TOM'S MENTAL PATTERNS FROM PROFESSOR X'S RECORDS, COLOSSUS!

IF CEREBRO DOESN'T FIND TOM IN TWO MINUTES, IT'S NOT THE MUTANT DETECTOR I THINK IT IS.

BINGO! MANHATTAN! LET'S GO, FOLKS!

YOU SEEM ANXIOUS, RACHEL! IS ANYTHING THE MATTER?

N-NO! NOTHING.

WELL, IT'S A NICE NIGHT FOR A DRIVE, LIEBCHEN, AND WE'LL BE THERE BEFORE YOU KNOW IT! THERE DOESN'T SEEM TO BE MUCH URGENCY...

AND IN THAT SELF-SAME MANHATTAN...

WHAT D'YE MEAN, "DON'T I LIKE IT?" CAIN... JUGGERNAUT...

WHAT DID YE DO TO ME? PUT ME BACK THE WAY I WAS!

P-PUT YOU BACK? TOM...I CAN'T!

WHAT DO YOU MEAN YOU--

WHAM CRACKH!

CAN'T?!?

CRA-SHOOM!

I FELT THAT! HE HIT ME!

TOM! YOU HIT ME,TOM!

YOU WERE MY FRIEND...

...BUT YOU HIT ME!

AND I'LL CLIMB UP THERE AND HIT YOU BACK!

SKRUNCH!

SKRUNCH!

SKRUNCH!

SKRUNCH!

IT'S THIS JEWEL... THIS RUBY THAT DID IT! I'LL HAVE IT TESTED! MAYBE THE PROCESS CAN BE REVERSED...

...OR MAYBE I CAN SHATTER IT WITH A FORCE BOLT...

SOMEHOW BREAK THE SPELL AND--

WHAM!

EEEYYYYAAAAAA!

I DON'T LIKE IT WHEN PEOPLE HIT ME!

CRASH!

IT MAKES ME MAD! REAL MAD!

KA-BOOM!

WHADDA YA MEAN A-HITTIN' ME LIKE THAT, YA FOOL! A FALL LIKE THAT'LL COULDA BEEN THE DEATH A'ME!

WHADDYA MEAN--DEATH? A LITTLE FALL LIKE THAT WOULDN'T HURT JUGGERNAUT!

YOU'RE JUGGERNAUT, YA BLAMED IDIOT! I'M NOT!

OH...YES, YOU ARE!

YOU TOUCHED THE RUBY OF CYTTORAK, DIDN'T YOU?

AND IT'S THE STONE THAT GAVE ME THE JUGGERNAUT POWER, ISN'T IT?

WELL NOW YOU GOT IT TOO!

WHAM! CRUNCH!

I--WHAT?!? NOW JUST HOLD ON A MINUTE, BUCKO! EXPLAIN IT TO ME NICE AND SLOW...

FA-WHOOOOOM!

LORD O'MERCY! WHAT'S THAT?

EXPLODIN' GAS TANK! IT HAPPENS TO ME ALL THE TIME! DOESN'T HURT ME NONE, THOUGH!

NUTHIN' HURT ME 'TIL YOU HIT ME OUT THE WINDOW! THAT HURT! THAT MADE ME MAD!

AN' THIS FIRE! I CAN FEEL IT! THAT MAKES ME MAD TOO!

JUGGERNAUT! CALM YOURSELF, LAD! I CAN FEEL THE FLAMES, TOO! AND YOU'RE LOOKIN' A BIT SMALLER THAN YE DID . . . !

AND NEARBY . . .

WHAT THE HECK COULD THAT EXPLOSION HAVE BEEN?! I HEARD IT CLEAR ACROSS TOWN!

AND NOW MY SPIDER-SENSE IS STARTIN' TO BUZZ LIKE IT'S GOING OUT OF STYLE.

AND FOR ONCE IT'S GOOD NEWS! 'CAUSE WHERE THERE'S THAT MUCH DANGER . . .

. . . THERE'S BOUND TO BE SALEABLE PICTURES!

HOLY COW! WHAT HAPPENED!

JUGGERNAUT! IT FIGURES!

AND I'M ALMOST GLAD TO SEE HIM! I *MUST* BE DESPERATE FOR SUBJECTS! THE LAST TIME I FOUGHT HIM, HE NEARLY *KILLED* ME!

NOW TO TAKE SOME FIRST CLASS PHOTOS OF SOMEBODY *ELSE* IN A FIGHT FOR A CHANGE!

CKIK WHRR CKIK WHRR

WHO'S THAT GUY TRYING TO STOP HIM? WHO CARES! IT DOESN'T SEEM TO HURT HIM NEAR AS MUCH AS IT'D HURT ME!

HEY!

UH-OH!

SPIDER-MAN! IT'S ALL *HIS* FAULT, TOM! IF HE HADN'T STOPPED ME FROM GETTING YOU *MADAME WEBB*...

...I'D NEVER'VE *THOUGHT* OF GETTING YOU THAT STUPID RUBY!

CAIN! LISTEN! IT'S *HARDER* TO THROW CARS AROUND THAN IT USED TO BE, RIGHT?

MAYBE!

SMASH!

BUT *THAT* WON'T *STOP* ME TEACHIN' YOU NOT TO *HIT ME!*

CAIN! LAD! DON'T YOU *SEE?* I TOUCHED THE *RUBY*, SURE, BUT IT DIDN'T WORK LIKE YOU THOUGHT!

SOMEHOW THE JEWEL SPLIT THE POWER UP! WE *EACH* HAVE *HALF* THE *JUGGERNAUT POWER!* WHICH IS HALF *MORE* THAN I *WANT!*

SPIDER-MAN? AND EACH O' US WITH *HALF* THE JUGGERNAUT POWER?

BETWEEN THE TWO OF US, WE SHOULD BE MORE THAN A MATCH FOR HIM, EH, LAD?

YEAH, TOM! LET'S GET 'IM!

PERCHIN' UP THERE ON THAT BUILDING ISN'T GONNA SAVE YOU, SPIDER-MAN.

'CAUSE WHAT STANDS UP--CAN BE KNOCKED DOWN!

KER-ASH!

HOLY COW! SAKS MUST BE OPEN LATE TONIGHT! THERE'RE *SHOPPERS* IN THERE!

CLIK-WHRRR

CLIK-WHRRR

TOM! *TOM!* I CAN'T *SEE!* WHERE *ARE* YOU?

HEY, JUGGY! YOU LOOK DIVINE IN THAT SILKY NIGHTY. WHY DON'T YOU MODEL IT FOR US *OUT HERE?*

WHAT A MORON! WHAT A *BIRTHDAY!*

I HATE T'SEEM UNGRATEFUL, CAIN GAVE ME THIS STONE--AN'IT'S POWER--WI'THE BEST O' INTENTIONS!

--AN' FOR ALL HIS FAULTS, CAIN'S M'FRIEND! AN' I'LL NOT ALLOW THAT WEB-SWINGING BUFOON TO MAKE A LAUGHING STOCK O' HIM!

POSSESSIN' HALF THE JUGGERNAUT POWER'S NOT THE SAME AS HAVIN' THE WHOLE! THAT BUILDIN' SHOULD'VE FALLEN!

YOW! GOT SO INTO THE PHOTO SESSION, I IGNORED MY SPIDER-SENSE! YOU'D THINK ONE A THESE DAYS I'D LEARN!

CLIK WHRRR

WHOOPS--

SMASH!

--MY CAMERA!

CLIK

CLUNK!

THWIP!

WHO ARE YOU, ANYWAY? AREN'T YOU ON MY SIDE? WEREN'T YOU TRYING TO STOP HIM?

YOU CAN'T STOP THE JUGGERNAUT, BUCKO!

THWIP!

YA MIGHT AS WELL NOT EVEN TRY!

SEE? DOESN'T STICK!

WAIT A MINUTE! THAT HAPPENED THE LAST TIME I FOUGHT JUGGERNAUT! HE HAS A FORCE FIELD OR...

BRIGHT LAD!

I'M JUGGERNAUT, TOO!

HOW'D YE LIKE ANOTHER DEMONSTRATION?

BETTER GET MY CAMERA OUT OF THE WAY BEFORE THAT BIG LUMMOX STOMPS ON IT!

SWELL! YOU MAY BE NEW...

THWIP!

...BUT YOU DON'T SEEM ALL THAT IMPROVED!

MAYBE, LAD! BUT AS THEY SAY, TWO HEADS'RE BETTER THAN ONE! EH, CAIN?

GOSH, TOM, DOES THIS MEAN YOU'RE NOT MAD AT ME ANYMORE?

BECAUSE O' YOUR GIFT? NOW WHY WOULD I BE MAD ABOUT THAT?

BUT YOU *HATE* IT! YOUR CLOTHES DON'T FIT ANY MORE! AND THE GIRLS LIKED YOU THE WAY YOU WERE! I DIDN'T THINK OF THAT!

DON'T LET IT WORRY YOU, LAD! IT WAS AN UNUSUAL GIFT! AND A CHANGE IS AS GOOD AS A REST, AS MY OLD NANNY USED TO SAY!

FIRST WE'LL GET RID OF THAT WEB-SLINGING DOLT! THEN, TOGETHER, WE'LL FIGURE OUT SOME-THING!

YEAH! HEY, TOM-- LOOK!

LOOK WHAT THE WEB-HEAD'S UP TO! HE'S ZAPPED HIS WEBBING TO THE BUILDINGS AND MADE A FENCE AROUND US! THAT *JERK*!

HE TRIED TO TRAP ME WITH THIS TRICK THE LAST TIME WE FOUGHT--

--AND IT DIDN'T WORK THAT TIME EITHER!

WATCH!

YEAH! WATCH!

THIS WEBBING'S PRETTY STRONG, TOM...

...BUT NOWHERE NEAR AS STRONG AS I AM!

I'M *JUGGERNAUT*, YOU STUPID INSECT! REMEMBER? NOTHING CAN HOLD ME!

GLYN

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KEEP WALKING, JUGGY! RIGHT FOR THAT *MANHOLE COVER!*

IF THIS WEBBING DON'T PULL APART SOON-- THOSE RITZY FIFTH AVENUE BUILDING'S IT'S STUCK TO ARE GONNA!

KEEP WATCHING TOM! THOSE BUILDINGS OUGHTA CRUMBLE ANY SECOND!

YOU'RE ON REDUCED POWER, LAD! *PULL HARDER* AN' YE'LL SNAP IT LOOSE FOR SURE!

THWIP!

THAP!

DON'T BET ON IT, BUNKY!

SOMETHING'S GOTTA GIVE! AND I'M BETTING IT'LL BE THAT MANHOLE COVER YOU'RE STANDING ON!

AND WHEN IT GOES...

YANK!

AND LIKE A PELLET IN A RELEASED SLINGSHOT, JUGGERNAUT IS CATAPULTED BACK THE WAY HE CAME...

YYYOOOWWWW!

CAIN LAD! WATCH OUT!

THE IRRESISTABLE FORCE MEETS THE IMMOVABLE OBJECT--

--COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

KER-WHAM!

IRRESISTABLE FORCE? NO KIDDING!

CRASH!

THEY JUST SLAMMED INTO THAT BUILDING! AND THE WHOLE THING'S COLLAPSING!

I'D BETTER *HAUL IT*... BEING *CRUSHED* TO *DEATH* WOULD *RUIN* MY DAY!

SKRASH!

COULDA MADE A BETTER CHOICE OF DIRECTION, THOUGH!

DIDN'T EXPECT TO MEET *ME* UNDER THERE, DID YOU, SPIDER-CREEP!

I *FELT* THAT BUILDING FALL ON ME! AND I *HATED* THAT! BUT NOT NEAR AS MUCH AS *YOU'RE* GONNA HATE FEELING *THIS!*

POUND! POUND! POUND!

SPIDER-SENSE REACTING VIOLENTLY -- *BLACK TOM* BEHIND ME -- ?!

ZZZAAAAPPP!

I'VE FOUND MY SHILLELAGH AMID THE RUBBLE, SPIDER-MAN! WHAT D'YE THINK OF THAT?

YE DON'T LOOK SO GOOD NOW, SPIDER-MAN! NOT SO GOOD AT ALL!

AND I THOUGHT WE HAD ALL THE TIME IN THE WORLD TO GET HERE!

WHO--?!

THE X-MEN!

YES! AND I SEE YOU HAVE BEEN WELL-OCCUPIED, SPIDER-MAN?

THAT'S JUGGERNAUT AND BLACK TOM? JUGGY LOOKS SMALLER THAN HIS PHOTOS AN' TOM LOOKS A WHOLE LOT BIGGER!

LOOK! TOM HAS THE RUBY OF CYTTORAK IN HIS BELT! AS WE FEARED, THE JUGGERNAUT POWER IS HIS!

WE MUST STOP THEM BEFORE THEY CAN DO MORE DAMAGE!

CAN I FORGET THOSE DEEDS TOM DID... OR WILL THAT DO IN MY FUTURE? CAN I USE MY MENTAL POWERS TO STRIKE HIM AS HE STANDS?

THE X-MEN? SWELL! THEY'RE JUST WHAT I NEED! FOR ALL I KNOW, THOSE UNPREDICTABLE EGO-MANIACS'LL SIDE WITH THE VILLAINS! *

* SPIDEY REMEMBERS A RECENT MISUNDERSTANDING DURING THE SECRET WARS! DO YOU? -- DANNY.

AH! THE X-MEN! FANCY MEETIN' YOU AGAIN! AND YE HAVE SOME NEW MEMBERS!

CHARMED... I'M SURE!

BIO ENERGY COURSES THROUGH BLACK TOM'S BODY, FOCUSED BY HIS MUTANT METABOLISM THROUGH HIS SHILLELAGH...

...INTO A MURDEROUS BEAM OF SOLID LIGHT!

KRAK

YE MAY BE ABLE TO RIP UP THE STREETS, COLOSSUS!

BUT WOULD YE BELIEVE--I NOW HAVE THE STRENGTH TO TOPPLE MOUNTAINS?

BAM!

HARD TO KEEP YOUR HEAD IS IT NOT, COMRADE TOM, WHEN YOU'VE LOST YOUR FEET?

RACHEL! ROGUE! GET BACK! HIS FORCE BOLTS CAN HURT YOU, BUT THEY DO NOT AFFECT ME, AS BLACK TOM LEARNED WHEN LAST WE MET! *

*SPIDER-WOMAN #38--DANNY.

TOM! STOP! YOU DO NOT KNOW WHAT YOU ARE DOING!

AH, BUCKO! ABOUT THAT... YE'RE WRONG! DEAD WRONG!

NO! RUN! THE BUILDING'S FALLING!

BAM!

BLAST! WHY CAN'T I GET IT THROUGH MY HEAD? THIS *ISN'T* MY PAST!

HERE BLACK TOM AND JUGGERNAUT ARE DEADLY MENACES... HERE THEY *SHOULD* BE STOPPED!

BEFORE ANYONE IS INJURED, I'D BETTER HALT THIS DEADLY HAIL OF *STONES!*

AND *I* SHALL SNATCH SPIDER-MAN FROM HARM'S WAY BEFORE HE COMES TO FURTHER INJURY!

FURTHER *INJURY*, HUNH? I'LL GIVE YOU *FURTHER INJURY!*

WHILE...

AH, NIGHTCRAWLER!

BAMF!

ZZZAAAAAPPP!

HOW GOOD O' YE TO POP BY!

NOW YOU SEE ME...

...NOW YOU DON'T!

TELL ME, BLACK TOM... HOW CAN YOU HOPE TO FIGHT...

...SOMEONE YOU CANNOT EVEN *FIND*?!

BAMF!

BAMF!

BAMF!

BAMF!

SKRASH!

SAVE SPIDER-MAN IF YOU CAN, COLOSSUS...

...FROM THIS!

BAMF!

BAMF!

TIRING OF YOUR *DANCE*, LITTLE MAN...?

CAN'T... KEEP THIS UP...

...MUCH LONGER... UNH...

NEITHER COULD I HAVE... BUCKO...!

NIGHTCRAWLER! *NO!* BLACK TOM'LL *KILL* HIM!

AN' MUCH AS AH HATE IT, AH CAN THINK OF ONLY ONE THING TO STOP HIM!

BUT WHAT IF AH TOUCH HIM TOO LONG... AN' THE MEMORIES AN' *POWERS* AH ABSORB WON'T LEAVE?

IT HAPPENED BEFORE--AN AH'LL *DIE* BEFORE AH LET IT HAPPEN AGAIN!

BUT NIGHTCRAWLER'S MAH TEAM-MATE! AH'M AN' *X-MAN* NOW! AH GOTTA CHANCE IT!

AT THE TOUCH OF ROGUE'S BARE HAND TOM STIFFENS...

...THEN GOES LIMP, AS HIS CONSCIOUSNESS, MEMORIES, POWERS LEAVE HIM...

...AND ROGUE GROWS TALL... WIDE...GREAT WITH POWER!

ROGUE IS NATURALLY STRONG...BUT NOW SHE IS STRONGER...STRONGER THAN SHE HAD IMAGINED POSSIBLE!

HEY! TOM *FAINTED* AND HE GOT SMALL AGAIN!

YOU *HURT* HIM! BUT THAT'S *IMPOSSIBLE!* HE TOUCHED THE *RUBY!* AND THAT MAKES HIM *INVULNERABLE!*

LIKE ME!

BLACK TOM TOUCHED THE *RUBY*, SUGAH, BUT *AH* TOUCHED *HIM!*

AN' NOW AH'VE GOT ALL HIS POWER! AN' UNTIL IT WEARS OFF, AH'M JUST AS INVULNERABLE AS *YOU* ARE!

ONLY...AH *HATE* IT! AH FEEL LIKE AH'M DROWNIN' IN A SEA OF TOM'S MEMORIES!

IT'S DONE! THE PEOPLE ARE OUT OF THE WAY! I CAN LOWER THE BRICKS AND STONES...

...AND TURN MY MIND ON JUGGERNAUT!

RACHEL, DO NOT WASTE YOUR ENERGY!

THE HELMET HE WEARS IS MADE OF SOME MAGIC METAL! IT SHIELDS HIM FROM EVEN PROFESSOR XAVIER'S PSIONIC-BLASTS!

WELL, IF IT'S THE HELMET THAT'S THE PROBLEM...

IT'S *BOLTED ON!* BUT AH'M *STRONG* ENOUGH...

...WAS... STRONG ENOUGH! C-COLOSSUS! THE JUGGERNAUT POWER! IT'S WEARIN' OFF!

OH...SO GOOD TO BE MYSELF...AGAIN... ONLY...AH...AH CAN'T BREATHE...

ROGUE'S RETURNED TO NORMAL! SHE'S PRETTY INVULNERABLE, BUT JUGGERNAUT'S *IRRESISTABLE!* HE'LL *CRUSH* HER!

NOT IF WE CAN STOP HIM! THE *JUGGERNAUT POWER*... HAS IT RETURNED TO *BLACK TOM?*

I DON'T THINK SO, COLOSSUS! HE'S HERE... AND HE LOOKS PRETTY NORMAL TO ME!

IT DID NOT RETURN TO *JUGGERNAUT* EITHER...

...SINCE HE REMAINS AS HE WAS... WHICH IS MORE THAN STRONG ENOUGH!

I WONDER-- WHERE CAN THE POWER HAVE *GONE?*

COLOSSUS-- THE HELMET WON'T COME OFF!

YOU BET IT WON'T COME OFF! ENOUGH OF YOU HERO-TYPES TRIED TO RIP IT OFF BEFORE! SO I *BOLTED* IT ON!

AND I'M NOT DROPPING THE GIRL EITHER! SHE HURT TOM! I'M GONNA MAKE HER PAY!

WE WILL SEE ABOUT THAT!

RIIIIPP!

RACHEL! TAKE HIM! NOW!

GO AHEAD! TRY-- FOR ALL THE GOOD IT WILL DO YOU!

WHAP!

SEE?

THIS THING ON MY HEAD'S A *SECOND* HELMET! I MADE IT FROM THE SCRAPS WHEN I TRIMMED DOWN MY BIG ONE!

IT WAS TOM'S IDEA! HE SAID IT WAS *INSURANCE* THAT *NOTHING* AND *NOBODY* CAN GET THROUGH TO ME!

AND THEY CAN'T!

YEAH! AND NOW THE GIRL'S GONNA *DIE*!

NO!

HE'S RIGHT, COLOSSUS! MY PSI-BOLTS ARE HAVING NO EFFECT!

NOOOO! IT'S HAPPENING AGAIN!

LOOK! ROGUE'S GROWN! AND JUGGERNAUT'S *SHRINKING* TO THE SIZE OF AN ORDINARY PERSON NOW!

ROGUE FEELS IT... IN HER MIND AND HEART AND **SOUL**! THE INTOLERABLE **FURY**... THE BLINDING **RAGE** OF YOUNG CAIN MARKO, SON OF A FAMOUS SCIENTIST...

...BANISHED TO A PREP SCHOOL FOR GIFTED YOUNG INTELLECTUALS WHERE HE CANNOT POSSIBLY KEEP UP WITH THE DIFFICULT LESSONS...

...BULLIED BY THE OLDER, LARGER BOYS... RIDICULED BY THE TEACHERS... AND BEATEN BY HIS MORTIFIED FATHER, WHO'S COME TO DESPISE HIM FOR HIS FAILURES!

BUT HE LEARNS ONE LESSON WELL... THE **STRONG** ALWAYS PREY ON THE **WEAK**! AND HE DECIDES--HE WILL BE ONE OF THE STRONG!

THE HORROR... THE SHAME THAT IS IN HIS SOUL... THEY ARE HIS SECRET... UNTIL HIS LITTLE TWERP OF A STEP-BROTHER, CHARLES XAVIER, LOOKS INTO HIS MIND AND KNOWS IT ALL!

AND CAIN HATES HIM--FOR HIS INTELLECT... HIS **ABILITIES**! HE HATES THEM **ALL**!

AND THEN THE RUBY OF CYTTORAK GIVES HIM THE POWER TO STRIKE BACK...

NOOOOO! SPIDER-MAN! YOU X-MEN! YOU'VE SPOILED IT!

AND NOW YOU'RE GONNA PAY!

CRASH!

ROGUE!

SHE'S **CONFUSED**! LIKE SHE ISN'T SURE WHO SHE IS ANYMORE!

WHEN SOMEONE FIGHTS ROGUE'S ABSORPTION AS DESPERATELY AS JUGGERNAUT MUST BE FIGHTING IT, IT IS HARD FOR HER TO MAINTAIN CONTROL... TO REMEMBER WHO SHE IS!

NIGHTCRAWLER, LOOK! THE JUGGERNAUT POWER'S WEARING OFF!

GOOD! ROGUE, LIEBCHEN... ARE YOU ALL RIGHT NOW?

NIGHTCRAWLER...GET BACK! DON'T TOUCH ME...AH COULDN'T *STAND* IT! DON'T *ANYBODY* TOUCH ME!

THE JUGGERNAUT POWER... IT'S LEFT ME! IT'S *RETURNED* TO THE... THE...

THE JEWEL!

YES, THE *JEWEL*, YOU COSTUMED IDIOTS!

AND NOW IT'S MINE!

I GOT THE *JEWEL* BACK! AND THE *POWER*. AND *THIS TIME* I'M GONNA *KEEP* IT!

FOREVER!

SO I'M PUTTIN' IT IN *ORBIT*...

WHERE *NOBODY* CAN FIND IT EVER AGAIN!

YA KNOW... I THINK WE'RE IN *TROUBLE*...

CRASH!

WHAT WAS THAT?

LOOKS LIKE JUGGERNAUT SMASHED A HOLE INTO THE SEWERS!

AND HE AND BLACK TOM ARE *GONE!*

ANYBODY GAME TO *FOLLOW?*

AND DESTROY NEW YORK'S SEWER SYSTEM? I THINK, *TOVARICH,* THAT THE THREAT OF JUGGERNAUT IS OVER, AT LEAST FOR AWHILE! PERHAPS WE SHOULD LEAVE WELL ENOUGH ALONE!

WHILE IN THE SEWERS...

YE CAN PUT ME DOWN NOW, CAIN! I'M AWAKE NOW!

TOM! YOU'RE OKAY! LISTEN, TOM, I'M SORRY I SPOILED YOUR PARTY!

FORGET IT, BUCKO! NOW THAT IT'S ALL OVER, IT WAS THE BEST PRESENT I EVER HAD! WHAT A *FIGHT!!!*

MAYBE WE DIDN'T *BEAT* THOSE CLOWNS, BUT WE GOT SOME GOOD LICKS IN-- *JUGGERNAUT* STYLE!

YOU MAY NOT BELIEVE IT, CAIN BUT I ALWAYS ENVIED YOUR POWER, JUST A LITTLE!

BUT NOW THAT I KNOW WHAT HAVING THE JUGGERNAUT POWER IS LIKE, I THINK I UNDERSTAND YOU A LITTLE BETTER!

AND THAT MY FRIEND, IS THE BEST PRESENT YOU COULD'VE GIVEN ME!

REALLY, TOM?

REALLY! BUT PERHAPS WE'D BEST BE GETTIN' BACK TO THE YACHT! WE MAY BE A WEE BIT UNWELCOME IN NEW YORK FOR A WHILE!

CAIN, LAD! DID YOU SEE THE LOOK ON COLOSSUS' FACE, WHEN I RIPPED THE STREET OUT FROM UNDER HIM...? HA! WHAT A...

WHILE ON THE STREETS ABOVE...

YOU FOUGHT BOTH OF THEM, SPIDER-MAN! ONE MAN AGAINST TWO JUGGERNAUTS! I AM SURPRISED YOU SURVIVED!

I MIGHT NOT HAVE, COLOSSUS, IF YOU HADN'T PULLED ME AWAY FROM JUGGERNAUT!

MAYBE I HAD YOU GUYS PEGGED WRONG!

WWEEEEEOOOOO...

WWWEEEEEOOOOO...

HEY! IS THAT THE COPS?

WE HAVE GOTTEN ON THE WRONG SIDE OF FEDERAL OFFICIALS, SPIDER-MAN!

AN' AH THINK WE BETTER GIT, WHILE THE GITTIN'S GOOD!

BAMF

GOOD-BYE, MY FRIEND! I HOPE WE MEET AGAIN!

AND I HOPE THOSE PICS I SHOT COME OUT AS GOOD AS I THINK THEY HAVE! I CAN'T WAIT TO GET BACK TO THE BUGLE AND DEVELOP THEM!

ASSOCIATING WITH OUTLAWS WON'T ENHANCE OLE SPIDEY'S REPUTATION...

...BUT THE BUCKS FROM THEM WILL MAKE THE POUNDING I TOOK WORTHWHILE!

I CAN ALREADY SEE AUNT MAY IN THAT *HAT!*

AND LATER, FROM WITHIN THE DARKROOM OF A CERTAIN WELL-KNOWN NEWSPAPER...

*RUINED! EVERY SHOT **RUINED!***

DOUBLE EXPOSED! OVER EXPOSED! OUT OF FOCUS! YOU NAME IT!

THE ONLY DECENT SHOTS ARE THE ONES OF MRS. MUGGIN'S NIECE, CANDI AND HER FRIENDS! CUTE KIDS! REAL CUTE! RATS!

THE ONLY SHOTS THAT DIDN'T MATTER!

GRANT

HOW? WHY?!? WHY ME?!? I ACTUALLY TOOK SOME OF THESE SHOTS! WHAT'S WRONG WITH MY STUPID CAMERA!

OH NO! AARGH! THE AUTO-SHOT MECHANISM'S ALL GUNKED UP WITH WEB FLUID!

I MUST HAVE DONE IT WHEN I DROPPED THE CAMERA AND USED MY WEBBING TO YANK IT BACK!

RATS! DOUBLE RATS! SO MUCH FOR AUNT MAY'S HAT!

SURE, WE'RE DOING PAGE FOUR ON THE HEAT! BUT YOU DON'T DO THAT WITHOUT PHOTOS!

HOW CAN OUR BATHING BEAUTY NEGATIVES BE DAMAGED?!?

BINGO!

ROBBIE...? I'VE GOT SOME BAD NEWS! MY CAMERA WAS DAMAGED IN THE JUGGERNAUT FIGHT AND I GOT NOTHING BUT NOTHING!

BUT...UH...WOULD THESE SOLVE YOUR OTHER PROBLEM?

PETE! THESE ARE GREAT! JUST WHAT WE WERE LOOKING FOR!

CAN WE GET A RELEASE?

I CAN HAVE A SIGNED ONE BACK IN HALF AN HOUR!

VOUCHER THIS ONE! VOUCHER THEM ALL!

ALL...?

YOU BET, PETE! THESE ARE GREAT!

WHEN I TOLD YOU TO TAKE PHOTOS OF OTHER SUBJECTS, THIS ISN'T QUITE WHAT I HAD IN MIND, BUT IT LOOKS LIKE YOU'RE A LOT MORE VERSATILE THAN I THOUGHT!

WHO KNOWS PETE! THIS MIGHT BE THE BEGINNING OF A WHOLE NEW CAREER!

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the AMAZING SPIDER-MAN®

HEADS UP, SPIDEY!

THERE'S A NEW WEB-HEAD IN TOWN!

F/R

THE CITY IS SAFE TONIGHT. PROTECTED--!

SHE'S BEING GUARDED BY A *NEW* CHAMPION OF JUSTICE!

A DEFENDER OF THE WEAK! A HERO TO THE FAT AND HELPLESS!

CRIMINALS EVERYWHERE ARE COWERING IN FEAR!

THE COWARDS! THEY'RE ALL AFRAID OF ME! THEY JUST DON'T HAVE THE GUTS TO FACE...

THE SPECTACULAR SPIDER-KID!

STAN LEE PRESENTS:
TOM DEFALCO -- WRITER
RON FRENZ -- PENCILER
BRETT BREEDING & JOHN BEATTY -- INKERS
JOE ROSEN -- LETTERER
BOB SHAREN -- COLORIST
DANNY FINGEROTH -- EDITOR
JIM SHOOTER -- EDITOR IN CHIEF

I CAN'T WAIT UNTIL I RUN INTO *SPIDER-MAN* HIMSELF! I'M SURE I CAN CONVINCE HIM TO LET ME BE HIS PARTNER!

I JUST HOPE HE REMEMBERS ME...

"THE LAST TIME WE MET I WAS JUST PLAIN, OLD *OLLIE OSNICK*--A DUMB KID WHO RAN A *SUPER VILLAIN* FAN CLUB!*

"MY IDOL WAS *DOCTOR OCTOPUS*. I USED TO SPEND ALL MY FREE TIME READING ABOUT HIM. I EVEN DESIGNED A SET OF TENTACLES THAT REALLY WORKED!

*SEE SPECTACULAR SPIDER-MAN #72--DANNY.

"I WANTED TO BE A CRIMINAL GENIUS JUST LIKE DOC OCK, SO I BEGAN MY OWN ONE-MAN CRIME WAVE! I BROKE INTO A VARIETY STORE AND RIPPED OFF SOME COMIC BOOKS. THEN, I HEADED FOR THE LARGEST *TOY STORE* IN TOWN...

"THAT'S WHERE SPIDER-MAN FOUND ME! IN THE DARKENED STORE HE THOUGHT I WAS THE *REAL* DOCTOR OCTOPUS. HE CHASED ME AROUND UNTIL WE BOTH ENDED UP IN THE STORE'S GIANT SWIMMING POOL DISPLAY.

"LUCKILY, HE SAVED ME BEFORE I COULD DROWN!"

FACE IT, KID! AS A SUPER VILLAIN, YOU'RE A *BUST!*

"HE WAS RIGHT, OF COURSE! I WAS ALWAYS DESTINED TO BE A SUPER *HERO!*"

"I TRIED TO SYNTHESIZE MY OWN WEB-FLUID, BUT WHEN THAT DIDN'T WORK, I SETTLED FOR MODIFYING MY OCTOPUS TENTACLES INTO SPIDERLIKE ARMS..."

EEEEEEE

UH-OH! SOUNDS LIKE SOMEONE'S IN *TROUBLE!*

YOU'VE GOT A REAL PRETTY VOICE, LADY--BUT YOU SHOULDN'T WASTE IT LIKE THAT! SCREAMING AIN'T GONNA DO YOU A BIT OF GOOD!

YOU'RE ON *BLAZING SKULL* TURF--AND *NOBODY* MESSES WITH US!

LET'S HAVE IT, POPS--YOUR WALLET AND THE LADY'S PURSE!

BETTER GIVE HIM WHAT HE WANTS, OLD TIMER! THIS DUDE'S A MEAN ONE! HE COULD HURT YOU... *BAD!*

STOP THIS CRIME! DESIST AT ONCE--

--OR FACE MY TERRIBLE WRATH!

WHUH--?!

WHO *IS* THIS JERK?

I'M WARNING YOU--! LEAVE THOSE PEOPLE ALONE, OR I'LL BE FORCED TO ...*WHOOPS!*

KLUNK!

DARN! I TRIPPED MYSELF!

FWAM!

UNNN!

HEY, MATT! OUR PIGEONS HAVE SPLIT!

YOU STUPID CREEP!

I DON'T KNOW WHY YOU'RE WEARING THAT DOPEY SUIT--BUT YOU WRECKED OUR ACTION, AND ALMOST WRECKED *US*, TOO! I OUGHTA RIP YOUR LUNGS OUT!

UH-OH!

THINGS AREN'T WORKING OUT LIKE I'D PLANNED! I WONDER HOW SPIDER-MAN WOULD HANDLE THIS SITUATION?!

WEE-ROWW

FORGET THAT CLOWN!

THAT'S A COP SIREN-- AND IT'S HEADED THIS WAY!

BW

AK

THIS MUST BE YOUR *LUCKY* NIGHT, FATSO! I DON'T HAVE *TIME* TO WASTE YOU!

BUT, YOU'D JUST BETTER KEEP OFF SKULL TURF IF YOU WANT TO *STAY* LUCKY ...AND BREATHING!

HURRY, MATT!

I'M RIGHT BEHIND YOU, EDDIE!

HEY! WHAT'S GOING ON HERE?

WHO ARE YOU? AND, WHY ARE YOU DRESSED LIKE THAT?!

OH, *NO!* THE POLICE!

HOLD IT! WE WANT TO TALK TO YOU!

MY HERO, SPIDER-MAN, NEVER STICKS AROUND TO ANSWER QUESTIONS. WHY SHOULD I?

BESIDES, MY PARENTS WOULD FLIP OUT IF I WERE *ARRESTED!*

WHO ...WAS THAT MASKED MAN?

DON'T ASK ME! I'M LOUSY AT GUESSING GAMES ...ESPECIALLY TRIVIAL PURSUIT!

NOT BAD FOR MY FIRST NIGHT OUT! I MANAGED TO FOIL A MUGGING AND EVADE THE POLICE!

SPIDER-MAN WOULD BE SO PROUD OF ME!

MEANWHILE, NOT FAR AWAY, **SPIDER-MAN** AND THE **BLACK CAT** RACE THROUGH THE NIGHT--

--AFTER A RATHER UNSUCCESSFUL ASSAULT ON THE HEADQUARTERS OF THE **KINGPIN** OF CRIME ! *

CHEER UP, LOVER ! THE NIGHT WASN'T A TOTAL WASTE !

* SEE **SPECTACULAR SPIDER-MAN** #99 FOR DETAILS -- DANNY.

AT LEAST YOU GET TO SEE MY NEW **BAD LUCK** POWERS IN ACTION !

THEY'RE PRETTY WILD, HUH ?

ARE YOU FOR REAL, CAT ?

THE KINGPIN SECRETLY GAVE YOU THOSE POWERS ! **WHY ?** WHAT'S HIS ANGLE ?

WHO CARES... AS LONG AS I GET TO KEEP THEM ?!

FORGET THE KINGPIN ! LET'S GO BACK TO MY PLACE AND SNUGGLE FOR AN HOUR OR TEN !

I'M WORRIED, CAT ! YOU DON'T EVEN KNOW IF YOU CAN CONTROL THESE POWERS !

OF COURSE, I CAN ! I ALREADY TOLD YOU THAT !

YOU'VE TOLD ME A **LOT** OF THINGS...

WHAT'S **THAT** CRACK SUPPOSED TO MEAN ?

YOU KEPT THESE POWERS A SECRET FOR WEEKS ! WHAT ELSE ARE YOU KEEPING FROM ME ?

I DON'T HAVE TO TAKE THIS FROM YOU !

IF YOU WANT TO SIT IN JUDGMENT, FIND ANOTHER PATSY !

CAT, **WAIT !** I DIDN'T MEAN...

AW, NUTS !

SOON...

I REALLY CAN'T BLAME THE CAT FOR SPLITTING ON ME!

I SHOULDN'T HAVE SHOT OFF MY MOUTH LIKE THAT!

I'VE JUST BEEN SO EDGY EVER SINCE MY LAST BATTLE WITH THE HOB-GOBLIN!

"HE HAD KIDNAPPED MARY JANE WATSON AND LIZ OSBORN, THE VERY PREGNANT WIFE OF MY BEST FRIEND HARRY!

"I MANAGED TO TRACK HOB-GOBLIN DOWN, AND WAS ON THE VERGE OF DECISIVELY BEATING HIM FOR THE FIRST TIME--

"--WHEN I LEARNED THAT MY FRIENDS WERE IN DANGER!

"TO MAKE MATTERS WORSE, LIZ HAD APPARENTLY GONE INTO LABOR AND WAS ABOUT TO GIVE BIRTH!

"I BARELY GOT THEM TO SAFETY IN TIME!

"AN AMBULANCE ON THE SCENE QUICKLY RUSHED LIZ TO THE EMERGENCY ROOM OF COLUMBIA PRESBYTERIAN HOSPITAL--

--WHERE THE DOCTORS LEARNED THAT SHE WASN'T ABOUT TO GIVE BIRTH, AFTER ALL!

SHE WAS EXPERIENCING A FALSE LABOR WHICH HAD BEEN INDUCED BY THE TRAUMA OF HER CAPTIVITY!

I WANTED TO STOP BY THE HOSPITAL TO SEE HOW LIZ WAS DOING TONIGHT--

--BUT IT'S MUCH TOO LATE FOR THAT NOW! I'LL VISIT HER FIRST THING IN THE MORNING!

MOMENTS LATER...

≡WHEW≡ IT'S GOOD TO BE HOME!

I CAN'T WAIT TO SINK INTO MY SHEETS!

WHOA! CHECK THE AROMA!

I DON'T KNOW WHAT SMELLS WORSE--ME OR THIS COSTUME!

I GUESS WE COULD BOTH USE A GOOD SOAKING DOWN.

BUT FIRST, A QUICK SNACK...

MMM! THAT'S BETTER! I THINK IT'S THE FIRST THING I'VE EATEN ALL DAY!

I'VE REALLY GOT TO START IMPROVING MY DIET! ALL THIS JUNK FOOD CAN'T BE DOING MY BODY ANY GOOD!

EVERY DAY IN EVERY WAY I AM GETTING BETTER AND BETTER
BURMA SHAVE

AUNT MAY WOULD HAVE A CANARY IF SHE EVER SAW THE WAY I ATE!

I HAVEN'T SPOKEN TO AUNT MAY IN WEEKS! NOT SINCE THE DAY WE ARGUED ABOUT ME DROPPING OUT OF GRADUATE SCHOOL! *

I'VE BEEN MEANING TO CALL HER--TO PATCH THINGS UP BETWEEN US--BUT SOMETHING ALWAYS SEEMS TO GET IN THE WAY!

MAYBE I JUST DON'T HAVE THE GUTS TO FACE HER!

* IN AMAZING #252 -- DANNY.

SHORTLY...

THERE! I'LL LET MY COSTUME SOAK IN THIS OVERNIGHT!

IT NEEDS THIS BAD! I WAS STARTING TO GET A RING AROUND MY WEB-LINES!

I JUST HOPE I REMEMBER TO HANG IT OUT TO DRY WHEN I WAKE UP TOMORROW!

≡YAWN≡ MY SHOWER WILL HAVE TO WAIT TILL MORNING!

I'M HEADED TO BED SHEET CITY!

EARLY THE NEXT MORNING...

OL-LLY!

OLLIEKINS! MOMMY'S CALLING YOU!

TIME TO GET UP, MY LITTLE LAMB! MUSTN'T BE LATE FOR SCHOOL!

≠YAWN≠ I'M COMING, MOTHER!

≠GROAN≠ I WONDER IF OTHER SUPER HEROES FEEL THIS BAD IN THE MORNING?

I DIDN'T SLEEP A WINK LAST NIGHT ≠YAWN≠ AND MY BODY'S ALL STIFF AND SORE!

SOMETIME LATER...

HEY, GUYS! LOOK WHO JUST WADDLED INTO THE SCHOOL YARD!

LET'S HAVE SOME FUN WITH HIM, BRAD!

DID YOU HEAR THE NEWS, OLLIE?

THE STUDENT COUNCIL VOTED YOU *B.W.O.C.*-- *B*IGGEST *W*ASTE *O*N *C*AMPUS!

CONGRATULATIONS, OSNICK! YOU'RE ALSO A SHOO-IN FOR *"WIMP OF THE YEAR"!*

THAT'S *QUITE* ENOUGH, BRAD ROSSI!

WHY DON'T YOU AND YOUR BUDDIES GROW UP?

ER... HI, JANE! HOW'S MY GIRL?

YOUR GIRL?! WAKE UP, ROSSI! THIS ISN'T *FANTASY ISLAND!*

GOSH, JANE! WHAT ARE YOU MAD AT ME FOR?

YOU KNOW HOW I FEEL ABOUT BULLIES! BESIDES, I THINK YOU'RE JEALOUS OF OLLIE!

HE JUST HAPPENS TO BE THE SMARTEST KID IN OUR CLASS--AND YOU'RE THE DUMBEST!

B-BUT, JANE...

END IT, BRAD! WE'RE SUPPOSED TO BE IN HOME ROOM NOW-- AND I DON'T WANT TO BE MARKED LATE!

GOSH! JANE LANE--THE PRETTIEST GIRL IN SCHOOL-- WAS ACTUALLY STANDING UP FOR ME!

I WONDER WHAT SHE'D SAY IF SHE KNEW THAT I WAS SECRETLY *SPIDER-KID?*

MEANWHILE, AT **COLUMBIA PRESBYTERIAN HOSPITAL...**

COULD YOU PLEASE TELL ME HOW MRS. OSBORN IS DOING TODAY?

I'M SORRY, BUT I'M NOT PERMITTED TO RELEASE THAT KIND OF INFORMATION. YOU'LL HAVE TO SPEAK TO HER DOCTOR.

SHALL I TRY TO PAGE HIM FOR YOU?

THAT WON'T BE NECESSARY.

I SEE HER HUSBAND NOW.

HOW ARE YOU HOLDING UP, HARRY?

ANY WORD ON LIZ AND THE BABY?

N-NOT YET, PETER. THE DOCTOR'S IN WITH HER NOW.

THERE SEEM TO BE... COMPLICATIONS.

WHAT KIND OF COMPLICATIONS?

MR. OSBORN! MAY I SPEAK WITH YOU?

YOUR WIFE APPEARS TO HAVE FINALLY GONE INTO LABOR.

WILL LIZ ... AND THE BABY... BE ALL RIGHT?

WE'LL DO OUR BEST FOR THEM. AS YOU KNOW, MRS. OSBORN WAS SUFFERING FROM SEVERE TRAUMA WHEN SHE WAS FIRST ADMITTED.

IT'S STILL TOO EARLY TO JUDGE WHETHER THIS WILL ADVERSELY AFFECT THE BIRTHING PROCESS!

DARN DOCTORS! THEY ***NEVER*** GIVE YOU A STRAIGHT ANSWER!

COME ON, HARRY... MAYBE YOU'LL FEEL BETTER IF YOU SIT DOWN.

POOR GUY! HE'S REALLY ON THE EDGE!

YOU'VE GOT TO REMAIN CALM, HARRY! LIZ... AND THE BABY... ARE COUNTING ON YOU TO BE STRONG!

THAT'S REAL EASY TO SAY, PETE...

...BUT LIZ IS IN DANGER NOW BECAUSE I COULDN'T PROTECT HER FROM THE HOBGOBLIN! I *FAILED* HER!

YOU CAN'T UNDERSTAND HOW GUILTY... HOW RESPONSIBLE... I FEEL!

CAN'T I? GWEN STACY *DIED* BECAUSE I COULDN'T SAVE HER.

I'VE NEVER LOVED ANYONE... NOT EVEN THE BLACK CAT... THE WAY I LOVED GWEN.

I UNDERSTAND, PAL.

MORE THAN YOU KNOW.

BRINGGG

WHAT A DAY! I COULD BARELY KEEP MY EYES PROPPED OPEN.

I JUST HOPE I CAN FINISH ALL MY HOMEWORK, AND GRAB A QUICK NAP BEFORE IT'S TIME TO GO PATROL THE CITY AG... =WHOOPS=

BUMP

HEY--!

WHY DON'T YOU WATCH WHERE YOU'RE WALKING, FOUR-EYES?

I'M SORRY, BRAD. IT WAS AN ACCIDENT.

YEAH, I'LL BET! YOU FAT LITTLE CREEP, I STILL OWE YOU FOR THE WAY YOU EMBARRASSED ME IN FRONT OF JANE LANE THIS MORNING!

I OUGHTA BUST YOUR FACE!

I...I WOULDN'T DO THAT... IF I WERE YOU, BRAD!

A GUY COULD GET INTO BIG TROUBLE... BY MESSING WITH ME!

I'VE GOT FRIENDS! POWERFUL FRIENDS!

WHO WOULD BE FRIENDS WITH A FAT JERK LIKE YOU?

SPIDER-MAN! HE'S MY FRIEND!

HA!

DID YOU HEAR THAT, EVERYBODY? TUBBY AND THE WEB-HEAD ARE BOSOM BUDDIES!

≡UFF≡

HA HA HA HA HA

I'LL SHOW THEM!

SOMEDAY, THEY'LL BE SORRY...

...SORRY THEY LAUGHED AT ME!

HEY, OLLIE! NEXT TIME YOU SEE YOUR PAL, BE SURE TO PICK UP SOME SPARE WEBBING FOR ME!

THAT'S A REAL GOOD IDEA, BRAD ROSSI! MAYBE YOU COULD USE IT TO GLUE YOUR BIG MOUTH SHUT!

UH-OH!

DIDN'T I WARN YOU ABOUT PICKING ON OLLIE?

BONNIE

BUT, JANE, HE WAS MAKING UP ALL SORTS OF CRAZY STORIES!

THAT WAS STILL NO REASON TO HUMILIATE HIM IN FRONT OF THE ENTIRE SCHOOL!

I TOLD YOU THAT I WOULDN'T DATE A BULLY, AND I MEANT WHAT I SAID!

WE'RE THROUGH, BRAD ROSSI!

I'LL GET YOU FOR THIS, OSNICK!

SOMETIME LATER, AT COLUMBIA PRESBYTERIAN...

HMM! FROM THE BORED EXPRESSIONS ON YOUR FACES, I GATHER THAT THE BLESSED EVENT IS RUNNING LATE--

--AND IT REALLY WASN'T NECESSARY FOR ME TO COME HERE DIRECTLY FROM WORK!

'FRAID NOT, MARY JANE! LIZ IS STILL IN LABOR!

THAT GIRL ALWAYS DID LIKE TO DRAG THINGS OUT!

I'LL KEEP THE DADDY-TO-BE COMPANY, PETER, IF YOU'D LIKE TO STEP OUT FOR AWHILE!

HARRY--?

GO AHEAD, PETE! I'M FINE HERE.

MOMENTS LATER...

BIA PR

I'M REAL GLAD MARY JANE SHOWED UP! YOU CAN ONLY COUNT SO MANY WAITING ROOM FLOOR TILES BEFORE PERMANENT BRAIN DAMAGE SETS IN!

I CAN'T DO ANYMORE GOOD AROUND HERE, SO I MIGHT AS WELL--

"--HEAD FOR HOME!"

HORRIBLE! JUST THE THOUGHT THAT HARRY AND LIZ COULD LOSE THEIR BABY--!

I'VE JUST GOT TO FIND THE HOBGOBLIN! HE'S TO BLAME FOR ALL THEIR MISERY--

--AND IT'S MY RESPONSIBILITY TO STOP HIM BEFORE HE CAN HURT ANYONE ELSE!

I'LL JUST SWITCH INTO MY COSTUME, SWING AROUND THE CITY AND PRAY THAT MY SPIDER-SENSE CAN DRAW A BEAD ON HIM!

OH, NO!

MY COSTUME--!

YEECH! I WAS IN SUCH A HURRY TO GET TO THE HOSPITAL THIS MORNING, THAT I COMPLETELY FORGOT TO TAKE IT OUT OF THE SINK!

NOW WHAT? I CERTAINLY CAN'T WEAR THIS!

OF COURSE!

WHERE DID I PUT THAT STUPID THING?

AH...

THE COSTUME THE BLACK CAT SEWED FOR ME!*

I ALMOST CAN'T BELIEVE THAT I'M PUTTING THIS ON!

IT LOOKS JUST LIKE THE ALIEN *SYMBIOTE* WHICH I BROUGHT BACK FROM THE BEYONDER'S WORLD!*

TA-DA! NOT A BAD FIT! THE CAT REALLY OUTDID HERSELF!

WITH THE RIGHT MANAGEMENT AND A CATCHY THEME SONG, SHE COULD EASILY BECOME THE SERGIO VALENTE OF THE SUPER HERO SET!

EVEN THOUGH I BREAK OUT IN COLD SWEATS EVERYTIME I THINK ABOUT HOW THE SYMBIOTE TRIED TO PERMANENTLY GRAFT ITSELF TO MY BODY, I'VE STILL GOT TO ADMIT THAT I *LIKE* THIS LOOK! *YEAH!*

*IN *SPECTACULAR SPIDER-MAN* #99 -- DANNY.

*SEE THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES FOR DETAILS -- DANNY.

SOMETIME LATER...

IT'S ALMOST EIGHT-THIRTY, SWEETUMS! AREN'T YOU IN BED YET? IT *IS* A SCHOOL NIGHT!

JUST A MINUTE, MOM! I'M PUTTING THE FINISHING TOUCHES ON A...ER...SCIENCE PROJECT!

HAVE TO HURRY! I DON'T WANT HER CLIMBING THE STAIRS TO CHECK UP ON ME!

SHE'D FREAK OUT IF SHE EVER CAUGHT ME IN THIS COSTUME!

ALMOST DONE! JUST A LITTLE MORE TAPE, AND...

THERE! I DID =OOH=

WWW...

BWAK!

KLICK!

MOMENTS LATER...

SO FAR SO GOOD! MY MOTHER THINKS I'M SAFELY IN BED!

KLICK!

I JUST HOPE MY PLAN WORKS!

NARY A TINGLE ON MY SPIDER-SENSE! WHERE COULD THE HOBGOBLIN BE HIDING? I MUST HAVE COVERED HALF THE CITY BY NOW!

HEY! WHAT'S THAT IN THE DISTANCE--?

I SEE IT... BUT I DON'T BELIEVE IT!

SOMEONE'S BEEN READING TOO MANY COMIC BOOKS!

LOOKING FOR AN HONEST MAN? YOU'RE IN THE WRONG TOWN!

YEOW!

SPIDER-MAN!

THAT SETTLES WHO I AM!

GOSH, WHY DID YOU SWITCH BACK TO THAT COSTUME? WE DON'T MATCH ANYMORE!

"MATCH"? WHY SHOULD WE...

OLLIE! OLLIE OSNICK? IS THAT YOU UNDER THAT MASK? WHAT GAME ARE YOU PLAYING THIS TIME?

THIS IS NO GAME! I MODIFIED MY OLD OCTOPUS TENTACLES SO THAT I COULD BECOME YOUR NEW PARTNER... THE SPECTACULAR SPIDER-KID!

HOLD IT! ENOUGH! TIME OUT!

YOU'RE NOT PLEASED--?!

NOT IN THE SLIGHTEST!

IF YOU WANT TO BE A KID SIDE-KICK, TRY THE POWER PACK!

LOOK, OLLIE, I HAVE SOME PRETTY AMAZING POWERS... LIKE THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER--

--AND EVEN THEY'RE NOT ENOUGH AGAINST MOST OF THE BADDIES I GO UP AGAINST!

ALL YOU'VE GOT IS A SET OF METAL ARMS! YOU WOULDN'T STAND A CHANCE! BESIDES, I'M STRICTLY A ONE-MAN OPERATION!

YOU... DON'T WANT ME?!

I THOUGHT YOU WERE DIFFERENT! I THOUGHT YOU LIKED ME!

I WAS WRONG!

WELL, I DON'T NEED YOU! I DON'T NEED ANYONE!

NUTS!

OMIGOSH! THAT'S...OLLIE! I'D RECOGNIZE HIS SHAPE ANYWHERE!

I CAME OVER TO SEE HOW HE WAS FEELING! BUT WHY IS HE DRESSED LIKE THAT--AND WHERE IS HE GOING?

CHECK IT OUT, MAN! THERE'S THE FAT FREAK WHO HASSLED ME AND EDDIE LAST NIGHT!

GATHER THE REST OF THE SKULLS!

WE GOT A BUG TO SQUASH!

MEANWHILE...

UNNNNNN

UNNNNNN

STEADY, MRS. OSBORN! STEADY!

IT'S NO USE, NURSE!

I'M AFRAID WE'LL HAVE TO *TAKE* THE BABY FROM HER!

I UNDERSTAND, DOCTOR!

I'VE GOT TO FIND OLLIE AND MAKE HIM UNDERSTAND!

SNIFF SNIFF

HEY, *OLLIE!* WHAT'S GOING ON? WHAT ARE YOU DOING UP THERE?!

OH, NO! SOMEONE HAS DISCOVERED MY SECRET IDENTITY!

IT'S JANE LANE!

NOW I'LL NEVER BE ABLE TO SHOW MY FACE AT SCHOOL AGAIN!

C'MON DOWN! I WANT TO TALK!

WHY ARE YOU WEARING THAT SILLY OUTFIT?

IT'S KIND OF...ER... COMPLICATED TO EXPLAIN!

LET'S DUCK OFF THE MAIN STREET! WE'RE STARTING TO DRAW A CROWD!

THERE THEY ARE--!

THEY JUST CUT INTO THAT ALLEY!

SPLIT UP!

I WANT HALF OF YOU GUYS TO HEAD THEM OFF AT THE CORNER! THE REST COME WITH ME!

WE'RE GONNA HAVE A *GOOD* TIME!

HERE COME OUR PIGEONS NOW!

TAKE 'EM!

OLLIE! WHO ARE THESE GUYS?

I'M NOT SURE--

--BUT I'D GUESS THEY'RE MEMBERS OF THE *SPIDER-KID REVENGE SQUAD!*

THE *WHAT--?!*

UFF

NEVER MIND! IT'S MUCH TOO COMPLICATED TO EXPLAIN NOW! BESIDES, WE'VE GOTTA GET OUT OF HERE!

HEY! THOSE METAL LEGS REALLY WORK!

BIG DEAL! THOSE KIDS ARE STILL MOVING TOO SLOW TO ESCAPE US!

BTAM!

THEN, MAYBE WE SHOULD GIVE YOU GUYS A HANDICAP... *ME* FOR INSTANCE!

BACK UP, MAN! THIS FIGHT DOESN'T CONCERN YOU!

DOESN'T IT? YOU WERE CHASING A SPIDER-PERSON...

WELL, YOU GOT ONE! *SURPRISE!*

ZOP!

WHIFF

WOK!

CAN'T WASTE ANY TIME WITH THESE CLOWNS!

I'VE GOT TO CATCH UP TO OLLIE AND HIS GIRL--

ZAK!

--BEFORE THE REST OF THE GANG CORNERS THEM!

D-DO YOU THINK WE LOST THEM, OLLIE?

M-MAYBE! I'M NOT SURE!

UH-OH!

SORRY, BOYS AND GIRLS, BUT THIS ROAD IS CLOSED!

THIS JUST AIN'T YOUR DAY, IS IT?

WE'RE TRAPPED!

GET BEHIND ME, JANE! I WON'T LET THEM HURT YOU!

I'LL DEFEND YOU TO MY DYING BREATH!

WHY DON'T YOU GIVE YOUR JAWS A REST, FATS?

YOU'RE GONNA NEED THEM SOON ENOUGH... FOR WHEN YOU START BEGGING FOR...

...MERCY!

WELL, WHAT ARE YOU WAITING FOR?

FORGET IT! I AIN'T THAT CRAZY!

HIT THE STREETS!

WE'RE ON YOUR HEELS, MAN!

UNNN WHAT IS THIS THING?

IT'S SOME KIND OF WEB-BING! ERKKK CAN'T PULL FREE OF IT!

OH, OLLIE! I STILL DON'T UNDERSTAND MOST OF WHAT HAPPENED TONIGHT... BUT YOU WERE WONDERFUL!

"WONDERFUL"?

ME--?!

HEY, I *WAS* PRETTY GOOD... WASN'T I?

I JUST WISH YOU WOULDN'T TAKE SUCH TERRIBLE RISKS! THOSE KIDS COULD HAVE HURT YOU. REAL BAD!

ER... DON'T WORRY, JANE! I HAD A *SECRET* WEAPON!

BESIDES, I'VE DECIDED TO HANG UP MY WEBS AFTER TONIGHT...

...JUST FOR YOU!

COLUMBIA PRESBYTERIAN, SOMETIME LATER...

WHAT A NIGHT...

...I JUST HOPE OLLIE REALLY DOES PUT THOSE MECHANICAL ARMS AWAY FOR GOOD!

I WONDER IF HARRY HAS HEARD ANYTHING FROM THE DOCTORS YET?

OH... NO!

WHAT IS IT, HARRY? WHAT'S WRONG? LIZ--?! THE BABY--?!

PETER? IS THAT YOU--?

EVERYTHING'S FINE, PETE! ***REALLY!*** THE DOCTORS HAD TO PERFORM A CESAREAN ON LIZ--BUT MOTHER AND CHILD ARE DOING GREAT!

IT'S A BOY!

ALL RIIIIGHT!

QUIET DOWN, YOU CLOWNS! YOU'RE IN A HOSPITAL AREA! BESIDES, MRS. OSBORN REQUESTS THE PLEASURE OF YOUR COMPANY...

HE'S BEAUTIFUL, LIZ! JUST ***BEAUTIFUL***...AND SO ARE YOU!

OH, HARRY...

AREN'T THEY THE CUTEST, PETEY?

THEY SURE ARE!

WELL, WHAT DO YOU KNOW? I GUESS SOME THINGS DO WORK OUT DESPITE THE ODDS! IT SORT OF GIVES ONE HOPE

AND, SPEAKING OF HOPE, THERE'S JUST ONE MORE LOOSE END FOR ME TO TIE UP...

EARLY THE NEXT MORNING...

BRAD'S BEEN LOOKING FOR YOU, OSNICK!

THAT TRUE, BRAD?

YEAH, I'M GONNA INTRODUCE YOUR FACE TO THE PAVEMENT;--AND NOTHING'S GONNA STOP ME--NOT EVEN YOUR PAL, SPIDER-MAN!

DID SOMEONE MENTION MY NAME?

MORNING, OLLIE!

HI, SPIDER-MAN! I SEE YOU CHANGED COSTUMES AGAIN!

LOOK, ABOUT LAST NIGHT...

NO NEED TO APOLOGIZE! I THOUGHT ABOUT WHAT YOU SAID... AND YOU WERE RIGHT! I'M SORRY I GAVE YOU SUCH A HARD TIME.

STILL FRIENDS?

YOU BET!

HEY, OLLIE! I'VE BEEN LOOKING FOR YOU!

CAN I GO FOR ANOTHER RIDE ON YOUR METAL LEGS?

WE'LL SEE...

LOOK, BRAD! OSNICK'S WITH YOUR GIRL!

SHUT UP, FOOL! I AIN'T MESSING WITH SPIDER-MAN'S PAL!

HEY, I KNOW I'VE GOT MORE THAN A FEW PROBLEMS OF MY OWN THAT STILL NEED SOLVING...

...BUT, FOR THE MOMENT AT LEAST, I FEEL GREAT!

NEXT ISSUE:

SHE'S DARING! SHE'S DIFFERENT! AND, SHE'S DEADLY! DON'T MISS THE FIRST APPEARANCE OF...

"SILVER SABLE!"

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

NUMBER

MILLER/UP

WELCOME TO A MOMENTOUS MILESTONE IN THE LIFE AND TIMES OF THE SPECTACULAR SPIDER-MAN.

Stan Lee PRESENTS:

BREAKIN'!

BROUGHT TO YOU BY: AL MILGROM WRITER / PENCILLER / G. ISHERWOOD & V. COLLETTA (PGS. 2-6) FINISHERS / DIANA ALBERS LETTERER / BOB SHAREN COLORIST / DANNY FINGEROTH EDITOR / JIM SHOOTER ED. IN CHIEF

BESTING YOU IS NOT EVEN ENOUGH OF A WORKOUT TO CAUSE ME TO BREAK INTO A SWEAT!

ARRGGH!

STOP IT! STOP IT! YOU'LL KILL HIM! EEEEEEEEEE!

KRUMPF!

OH, CEASE YOUR SHRIEKING, WOMAN! THE KINGPIN DOES NOT WASTE HIS ENERGIES SLAUGHTERING FOES THAT ARE UNWORTHY OF HIM!

NOW TAKE OFF THAT RIDICULOUS DISGUISE AND REMOVE YOURSELF AND YOUR INCOMPETENT PARTNER FROM MY PRESENCE!

EEEEEK!

IT WAS A STUPID CONCEPT FOR MY MARTIAL ARTS INSTRUCTORS TO SUGGEST SPARRING PARTNERS DRESSED AS MY ARCH-FOES!

PERHAPS OTHERS ENJOY DEFEATING MAKE-BELIEVE ENEMIES, BUT I PREFER TO CHALLENGE THE REAL THING! NOW, *BEGONE!*

OOOG! EASY MONEY THEY PROMISED US! FEELS LIKE HE BROKE MOST OF MY RIBS!

NEXT TIME I'M GONNA STICK TO SUPER-MARKET OPENINGS!

WELL, THAT WAS MORE AN EXERCISE IN FUTILITY THAN ANYTHING ELSE!

I HAD BEST TURN MY ATTENTION TO OTHER MATTERS!

ONE OF MY SCIENTISTS, JOHNATHON OHNN, THOUGHT HE MIGHT HAVE A LEAD TO THE SECRET OF CLOAK'S POWER.

I'VE HAD NO REPORTS FROM HIM IN THE LAST DAY OR TWO. TIME I LOOKED IN ON HIS PROGRESS!

OHNN, ARE YOU IN THERE? WHY IS THIS DOOR LOCKED?!

WHILE WITHIN THE SEALED LABORATORY...

I--IT'S THE KINGPIN! DO I LET HIM SEE ME LIKE THIS? DO I HAVE ANY CHOICE?

J-JUST A MINUTE! I'M CONDUCTING A RADIATION TEST! IT'S DANGEROUS TO ENTER TILL I GET THE SHIELDING SET UP!

I SHOULD TELL HIM ABOUT THE METAMORPHOSIS I'VE UNDERGONE! I CAN HARDLY HIDE IT LOOKING LIKE *THIS!* BUT THERE ARE SO MANY UNANSWERED QUESTIONS...

I WAS ATTEMPTING TO DUPLICATE THE UNIQUE RADIATION POSSESSED BY THE MAN CALLED CLOAK...

AND WHEN I RETURNED TO OUR WORLD, I FOUND MYSELF COVERED WITH THESE SPOTS.

WHEN MY EQUIPMENT FORMED A RIFT IN THE FABRIC OF OUR REALITY WHICH SEEMED TO LEAD TO A DIMENSION OF BLACKNESS...

BUT JUST AS I ENTERED THE HOLE THERE WAS A FLUCTUATION IN MY POWER SOURCE...

AND I WAS CATAPULTED INSTEAD INTO A DIMENSION THAT WAS EQUAL PARTS BLACK AND WHITE--A A SPOTTED DIMENSION!

NOW THE QUESTION IS--CAN I REGAIN MY NORMAL APPEARANCE--OR AM I TRAPPED FOREVER IN THIS FREAKISH FORM?

PERHAPS IF I CONCENTRATE...

YES! THE STRAIN IS INCREDIBLE, BUT THE SPOTS WHICH COVER MY BODY ARE RESPONDING, FLOWING TOGETHER.

...INTO ONE LARGE SPOT!

HARDLY "NORMAL" BUT...

OHNN, I'M GROWING IMPATIENT! OPEN THIS DOOR AT ONCE, OR I'LL BE FORCED TO BREAK IT DOWN!

SORRY, SIR! I... HAD TO CHECK THE RADIATION LEVELS TO MAKE SURE YOU WOULD BE SAFE!

YOUR CONCERN IS TOUCHING, OHNN!

NOW, WHAT NEWS HAVE YOU ABOUT YOUR QUEST FOR CLOAK'S POWERS OF DARKNESS?

ER...NONE SO FAR, SIR. I WAS JUST BEGINNING TO MAKE SOME HEADWAY WHEN OUR MACHINERY OVERLOADED!

I KNOW! IT CAUSED A BLACKOUT WHICH AFFECTED HALF THE CITY! HOW SERIOUS A SETBACK IS IT?

IT'S... HARD TO SAY AT THIS POINT!

HE'S SO FORCEFUL... SO SURE OF HIMSELF! H-HE SEEMS TO RADIATE POWER! IS IT WISE FOR ME TO HIDE MY DISCOVERY FROM HIM?

EVEN WITH MY NEW FOUND ABILITIES IF I CHOOSE TO GO AGAINST HIM, COULD I BEST HIM?

DON'T JUST STAND THERE, MAN! GET BACK TO WORK!

YES, SIR! I WILL! I'LL DO MY BEST!

I WON'T ACCEPT LESS!

HE'S LEAVING AT LAST!

I'VE GOT TO BE CAREFUL! KEEPING SECRETS FROM THE KINGPIN IS THE MOST DANGEROUS THING I'VE EVER DONE!

WHILE JONATHAN OHNN PONDERS THE MADNESS IN HIS METHOD, THE KINGPIN TAKES MIGHTY STRIDES DOWN A NEARBY CORRIDOR...

YOU MEN NEED ATTEND ME NO FURTHER. WHERE I GO NOW, I GO ALONE!

OKAY, BOSS!

MAN, WHEN MOM AND DAD SENT ME THROUGH SCHOOL I'M SURE THEY NEVER FIGURED ON ME SPENDING MY CAREER LIKE THIS!

CARING FOR ONLY ONE PATIENT SEEMS LIKE SUCH A WASTE! SURE THE PAY IS INCREDIBLE, BUT...

DOCTOR, I WOULD BE ALONE WITH MY WIFE!

ER... SURE THING MR. FISK! I'LL JUST GRAB MYSELF A CUP OF COFFEE!

I SHALL SUMMON YOU IF YOU ARE NEEDED.

AH--MY POOR, POOR VANESSA! HOW IT SADDENS ME TO SEE YOU LIKE THIS!

I HAD HOPED THAT OHNN'S DELVING INTO THE SOURCE OF CLOAK'S POWERS, MIGHT ALSO LEAD HIM TO DISCOVER MORE ABOUT *DAGGER'S* POWER OF LIGHT!

I KNOW THAT IT WAS THE SAME EXPERIMENTAL DRUG WHICH CREATED CLOAK & DAGGER!*

THE ANSWER TOLD ME THAT DAGGER'S POWER COULD CURE THE PHYSICAL AND MENTAL MALADIES WHICH POSSESS YOU!

*AS THE KINGPIN REVEALED TO SPIDEY IN PPTSS #69--THE FING!

AND THE TRULY GALLING PART IS THAT I HAD DAGGER HERSELF HERE IN MY GRASP!

IF NOT FOR SPIDER-MAN AND THE BLACK CAT INTERFERING, YOU MIGHT BE WELL EVEN NOW! BUT I SHALL HAVE MY REVENGE--!

KA-KRASH!

BE STILL, MY HUSBAND.

VANESSA, MY LOVE! HOW...ARE YOU?

I AM WELL. BUT I HAD THE STRANGEST DREAM.

I WAS IN A DARK PLACE--A DANK PLACE!

RATS SCURRIED ACROSS MY FEET--AND THE SMELL...

AND THERE WAS A MAN. LIKE YOU... YET NOT YOU AND...

AND HE TOUCHED ME. AND THERE WERE OTHERS... TOUCHING, CHANTING: KING... KING... KING!

AND I TRIED TO WAKE BUT I COULDN'T! I--I IIIIIIII I I I I I I!

DOCTOR! A SEDATIVE--QUICKLY! IT'S HAPPENING *AGAIN!*

MEANWHILE, ACROSS TOWN AT THE BROWNSTONE APARTMENT BUILDING OF PETER PARKER...

WHAT DO YOU THINK, SHOULD WE *GET* HIM?

WHY NOT? LIKE...PETER WOULD PROBABLY APPRECIATE AN INVITATION TO GO THE BEACH WITH HIS NEW NEIGHBORS! RIGHT, BAMBI?

4C

RIGHT, RANDI! BESIDES HE'S *AWFULLY* CUTE!

YEAH, BUT MY AUNT SAYS HE NEVER HAS ANY MONEY--THAT HE'S ALWAYS LATE WITH THE RENT.

OH, CANDI, LIKE... ALL YOUR AUNT EVER *THINKS* ABOUT IS MONEY!

THAT'S TRUE. AND HE *IS* CUTE!

WELL, SHOULD WE KNOCK OR NOT? I THINK I HEARD HIM COME IN REAL LATE LAST NIGHT. DO YOU S'POSE HE'S UP YET?

SHHHHH! BETTER NOT MAKE TOO MUCH NOISE. WE'LL INVITE HIM ANOTHER TIME.

YEAH, LIKE... THAT'S A BETTER IDEA.

REALLY. NO SURER WAY TO GET OFF ON THE WRONG FOOT WITH A CUTE GUY THAN BY WAKING HIM OUT OF A SOUND SLEEP.

≧GIGGLE≦ HOW WOULD YOU KNOW *THAT*, BAMBI?

YEAH, WHEN DID *YOU* EVER HAVE TO WAKE A GUY UP?

OH, STOP!

*BUT EVEN AS THE GIRLS TIPTOE DOWN THE HALLWAY, A FITFUL PETER PARKER TOSSES AND TURNS, CAUGHT IN THE THROES OF A NIGHTMARE FROM WHICH HE WOULD **GLADLY** HAVE BEEN AWAKENED.*

N-NO! *NO!*

NO! MUSTN'T GO DOWN THAT ROAD... THERE'S SOMETHING... *WRONG* WITH IT!

HOW DID I GET HERE? WALKING DOWN A PATH WITH THE TWO MOST IMPORTANT WOMEN IN MY LIFE--BOTH OF WHOM KNOW I'M REALLY SPIDER-MAN!

HE'S MUCH BETTER AS MY SPIDER, DON'T YOU THINK, MARY JANE?

YOU'RE *WRONG*, BLACK CAT! HE'S BETTER OFF AS PETER PARKER!

WHA-?! *NO!* I-I'M *SINKING* INTO THE ROADWAY, IT'S BECOME LIKE TAR! AND THE CAT AND MJ ARE BEING SWEPT AWAY FROM ME!

SPIDER-MAN COULD GET FREE OF IT!

NO! IT'S *BECAUSE* OF SPIDER-MAN THAT YOU'RE TRAPPED!

I'M SINKING DEEPER... DEEPER! GOT TO FREE MYSELF! BUT THE WAY IT'S CLINGING--IT'S ALMOST LIKE...

MY NEW BLACK COSTUME!

NO!

IT'S REALLY A SYMBIOTE THAT WANTS TO GRAFT ITSELF ONTO MY BODY!

CAN'T LET IT *COVER* ME! GOT TO GET FREE SOMEHOW!

BUT I CAN'T... I *CAN'T!*

RINNNNNNNNG!

BUT WAIT--! WHAT'S THAT NOISE? THAT RINGING SOUND? IT'S MAKING THE COSTUME STOP!

YES, OF COURSE! SOUND CAN STOP IT!

REED RICHARDS USED A SONIC BLASTER TO FORCE IT OFF ME AT FANTASTIC FOUR HEADQUARTERS! IF ONLY THE SOUND DOESN'T *STOP!* IF ONLY IT KEEPS RINGING...RINGING...

RINGING.../ WHAT/ IT-- IT WAS ALL A *DREAM!*

A NIGHTMARE/

AND THAT RINGING SOUND/ OH...IT'S THE THE *PHONE!*

H-HELLO? OH SHA SHAN, IT'S YOU/

NO, THAT'S ALL RIGHT. I'M *GLAD* YOU WOKE ME/ I WAS HAVING A MIND BENDER OF A NIGHTMARE/

OH. STILL, I WOULDN'T HAVE CALLED THIS EARLY IF I WASN'T SO WORRIED ABOUT FLASH. BUT I HAVE NO ONE ELSE TO TURN TO, PETER. HE'S BECOME EVEN MORE DISTANT LATELY.

I TOLD YOU HE'S BEEN LEAVING EARLY IN THE MORNING, WITHOUT TELLING ME WHERE HE'S GOING...

UH-HUH. AND YOU HOPED I COULD TRY TO FOLLOW HIM. WELL, OKAY. I STILL THINK IT WOULD BE BETTER IF YOU COULD WORK THIS OUT ON YOUR OWN/

BUT I KNOW FROM EXPERIENCE WHAT A STUBBORN MUSCLE-HEAD OUR MR. THOMPSON CAN BE/ I'LL BE OVER AS SOON AS I CAN/

HUH/ WHO WOULD'VE EVER GUESSED THAT I'D BE TRYING TO PATCH UP THE ROMANCE OF MY OLD HIGH SCHOOL NEMESIS?

OVER THE YEARS, FLASH AND I BECAME FRIENDS, BUT JUST LATELY HE'S DOWN ON ME AGAIN/

WELL, MAYBE HIS FRIENDLY NEIGHBORHOOD SPIDER-MAN CAN FIND OUT WHAT'S TROUBLING HIM.

NOW, THE QUESTION IS, CAN I SAFELY LEAVE THROUGH THE SKYLIGHT, OR ARE MY NUBILE NEW NEIGHBORS SUNNING THEMSELVES ON THE ROOF AGAIN?

AH, I'M IN LUCK, THERE THEY ARE, PILING INTO THAT CAR. LOOKS LIKE THEY'RE HEADED FOR A DAY AT THE BEACH. AND ON A HOT FALL DAY LIKE THIS... WHY NOT?

SURE WISH I COULD BE AS YOUNG AND CAREFREE AS THOSE THREE.

BUT WITH GREAT POWER COMES GREAT...

OH, F'R HEAVEN'S SAKE, GIVE IT A *REST,* WILL YOU PARKER/ YOU'RE BEGINNING TO SOUND LIKE THE GRAND OLD SAGE OF SUPER-HEROES/ SHEESH/

A QUICK SWING ON THE GOSSAMER WEB-LINES BRINGS SPIDEY TO...

FLASH AND SHA SHAN'S APARTMENT! THERE IT IS!

AND TALK ABOUT TIMING! THEY'RE STEPPING OUT THE DOOR RIGHT NOW!

BUT, FLASH, WHY *CAN'T* YOU TELL ME WHERE YOU'RE GOING?

BECAUSE IT'S *MY* BUSINESS. SHA SHAN! AND I WANT TO KEEP IT THAT WAY.

OH, FLASH! WE ARE DRIFTING FARTHER AND FARTHER APART. PLEASE STAY SO WE CAN TALK THIS OUT.

I'VE GOT AN APPOINTMENT! IF IT'S CONVERSATION YOU WANT, WHY NOT GIVE MY OLD, EX-BUDDY PETER PARKER A CALL!

PETER?! BUT WHY--?

YOU THINK I DIDN'T KNOW YOU *PHONED* HIM THIS MORNING! WELL I KNOW THAT... AND *OTHER* THINGS, TOO.

HEY, FLASHER, YOU READY?

ALL SET, GUYS! LET'S GO!

BUT WHAT ABOUT US--?

YEAH. WHAT *ABOUT* US?

AW, THE POOR KID. NOT ONLY DID FLASH GIVE HER A ROUGH TIME, BUT SHE WAS TRYING TO STALL HIM TILL PETER PARKER COULD SHOW UP!

SHE PROBABLY THINKS SHE BLEW IT!

BUT LUCKILY FOR HER, SPIDER-MAN DOESN'T GET STUCK IN RUSH HOUR TRAFFIC! NOW TO FOLLOW FLASH'S CAR AND GET TO THE BOTTOM OF THIS, ONCE-AND-FOR-ALL!

SOME TIME LATER...

HOW MUCH FARTHER IS HE GOING? WE'RE WAY OUT ON LONG ISLAND AND PRETTY SOON I WON'T HAVE ANY COVER LEFT--

--LET ALONE ANYTHING TO *SWING* FROM!

AH, THEY'RE PULLING INTO THAT HIGH SCHOOL FOOTBALL FIELD!

BUT WHY WOULD FLASH BE COMING OUT HERE? WELL I'LL JUST GRAB MYSELF A SEAT ON THE 50 YARD LINE AND SEE!

45 50 45

WHOOPS! THERE HE IS NOW! BUT WHAT'S HE DOING IN THAT FOOTBALL UNIFORM?!

C'MON, THOMPSON! GET OUT THERE AND SHOW US WHAT YOU CAN DO!

YOU GOT IT, COACH!

THE SCRIMMAGE BEGINS, AND AS FLASH GETS THE SNAP FROM CENTER...

UH-OH! IT'S A *BLITZ!*

OOF! I CAN'T BEAR TO WATCH!

OUCH! I SURE DIDN'T READ *THAT* ONE! GUESS I REALLY LOST MY TOUCH SINCE I PLAYED IN HIGH SCHOOL!

NOT TO WORRY, FLASHER! YOU'LL GET IT BACK. YOU'RE JUST RUSTY!

YEAH! LET'S TRY IT AGAIN, SHALL WE?

WHAT DO YOU THINK?

LOOKS LIKE MORE THAN RUST TO ME, ED.

YEAH, THESE WALK-ONS SO SELDOM WORK OUT! THOMPSON'S CREDENTIALS WERE PRETTY GOOD--BUT MAKING THE TRANSITION TO PRO LEVEL PLAY, WELL...

HE MAY JUST NOT BE GOOD ENOUGH! I KNOW! IF WE WEREN'T SO DESPERATE FOR A QUARTERBACK, I PROBABLY WOULD HAVE CUT HIM BY NOW!

BUT SINCE RAY NESTERS WAS SUSPENDED FOR POINT SHAVING, WE'RE REALLY HARD UP!

GEE, AND FLASH WAS SUCH A GREAT JOCK IN HIGH SCHOOL! I'M SURPRISED!

AT LEAST I'VE FOUND OUT *WHAT* HE'S DOING--BUT I STILL DON'T HAVE ANY IDEA *WHY!*

IN A WAY I'M RELIEVED! I THOUGHT HE MIGHT HAVE BEEN SNEAKING OUT TO SEE BETTY LEEDS.

BUT I SHOULD HAVE KNOWN FLASH WOULDN'T GO OUT WITH A *MARRIED WOMAN*--

OH, FLASH! *THERE* YOU ARE!

BETTY, YOU *MADE* IT!

I WOULDN'T MISS IT! I THINK IT'S JUST SO EXCITING, THAT YOU'VE GONE BACK TO TRY AND MAKE YOUR CHILDHOOD DREAM OF BECOMING A PRO QUARTERBACK, COME TRUE!

OH, NO! I SPOKE TOO SOON! FLASH *IS* SEEING BETTY!

WHEN I TELL SHA SHAN ABOUT THE FOOTBALL, SHOULD I TELL HER ABOUT BETTY TOO? I FEEL LIKE SUCH A SNEAK!

WATCH THE NEXT PASS, BETTS! IT'LL BE FOR YOU!

I'LL BE WATCHING!

I GUESS I'VE SEEN ENOUGH. GEE, I WISH I NEVER AGREED TO TAIL FLASH.

NOW, NO MATTER WHAT I TELL SHA SHAN, I'M GOING TO FEEL AWFUL!

MAYBE I JUST SHOULDN'T TELL HER ANYTHING!

LIFE IS A LOT SIMPLER WHEN ALL YOU'RE DOING IS BEATING UP ON SUPER-VILLAINS!

SHORTLY...

BOY, JUST WHEN IT LOOKS LIKE LIFE IS GOING TO UNCOMPLICATE ITSELF, SOMETHING COMES ALONG AND KNOCKS YOU FOR A LOOP!

MAYBE THIS THING BETWEEN FLASH AND BETTY IS PERFECTLY INNOCENT, BUT IT SURE DOESN'T *SEEM* THAT WAY!

MAKES ALL THE PROBLEMS I HAD BACK IN HIGH SCHOOL SEEM AWFULLY PETTY AND INSIGNIFICANT, THAT'S FOR SURE!

OF COURSE, THE TROUBLES ALL MY FRIENDS ARE HAVING WITH THEIR PERSONAL LIVES, ARE NOTHING COMPARED TO THE RELATIONSHIP I ALMOST DEVELOPED WITH MY BLACK COSTUME! IT NEARLY TOOK CONTROL OF MY ENTIRE BODY!

AT LEAST THAT'S ONE WORRY I CAN PUT BEHIND ME, NOW THAT THE LIVING SUIT IS SAFE AND SOUND IN A GLASS TUBE AT *FANTASTIC FOUR* HEADQUARTERS!

BUT, UNKNOWN TO SPIDEY, NOT TOO FAR AWAY...

LOOK! IT'S *SPIDER-MAN!*

WOW! WAIT'LL I TELL THE LITTLE WOMAN! SHE'LL NEVER BELIEVE ME!

SHOES

FUNNY THING THOUGH--

WHAT'S THAT?

HE LOOKS SO *CLUMSY*-- AND I ALWAYS THOUGHT HE WAS *THINNER* THAN THAT!

YEAH, ME TOO!

AND HEY, I THOUGHT HE WASN'T WEARING THAT BLACK COSTUME MORE!

MEANWHILE...

THAT'S A RELIEF! THE GIRLS MUST STILL BE AT THE BEACH!

--WHICH LEAVES ME A CLEAR PATH TO MY HANDY-DANDY SKYLIGHT.

AND INTO MY APARTMENT I GO!

I'VE DECIDED THAT I'D BETTER TAKE ON THE KINGPIN BY MYSELF! THE BLACK CAT AND I DON'T SEEM TO BE MESHING THAT WELL AS A TEAM LATELY!

BUT FELICIA WOULD NEVER ACCEPT THAT! ANY MORE THAN SHE SEEMS TO BE ABLE TO ACCEPT ME AS PETER PARKER, RATHER THAN SPIDER-MAN!

I'D BETTER CALL HER.

CAT? IT'S PETE--SPIDER-MAN. LOOK, I THINK WE'D BETTER PUT OFF OUR ASSAULT ON THE KINGPIN TILL WE'VE HAD A CHANCE TO PLAN IT OUT MORE CAREFULLY!

I DON'T KNOW WHEN! I'LL CALL YOU ABOUT IT!

OKAY, LOVER. SUITS ME! YOU DON'T MIND IF WE DON'T SEE EACH OTHER TONIGHT DO YOU?

NO, JUST A COUPLE OF THINGS I HAVE TO DO. RIGHT, BYE!

WELL, THAT WAS LUCKY. I DIDN'T EVEN HAVE TO COME UP WITH A REASON TO BE ALONE!

I'M GLAD MY SPIDER WANTED TO POSTPONE OUR ATTACK ON THE KINGPIN. THAT LEAVES ME FREE TO GO THERE TONIGHT--ALONE--AND SETTLE THINGS ONCE AND FOR ALL!

THE HOURS OF THE DAY PASS EXCRUCIATINGLY SLOW FOR THESE TWO, BUT AT LAST, NIGHT-TIME ARRIVES...

I'VE GOT TO MAKE SURE THAT THE KINGPIN'S HOLD OVER FELICIA IS BROKEN. HE MAY USE THE FACT THAT SHE OWES HIM FOR GIVING HER POWERS TO ENTICE HER BACK INTO A LIFE OF CRIME!

ONCE THAT'S SETTLED--WELL, THE CAT AND I ARE GOING TO HAVE TO TALK ABOUT OUR LIFE TOGETHER--SUCH AS IT IS!

IF MY SUSPICIONS ARE TRUE, THESE POWERS THE KINGPIN GAVE ME CAME WITH STRINGS ATTACHED.

HE'LL TELL ME THE WHOLE TRUTH ABOUT THEM, TONIGHT...OR ELSE!

BRRRNNG

THE ALARM! AN INTRUDER APPROACHES THE BUILDING!

OH, NO! IT'S SPIDER-MAN AGAIN!

INFORM THE KINGPIN AT ONCE!

SPIDER-MAN? BUT YOU SAY HE'S *ALONE* THIS TIME. HMMM. ANTICIPATE A FLANKING ATTACK BY THE BLACK CAT.

I'VE BEEN EXPECTING THEM EVER SINCE THEY BROKE OFF THEIR LAST ATTACK SO ABRUPTLY THE OTHER NIGHT!*

I STILL DON'T UNDERSTAND WHY THEY DID SO!

* LAST ISSUE--DANNY.

WHILE IN THE RESEARCH LAB ON ANOTHER FLOOR, ALSO MONITORING THE ALARM...

I WAS *RIGHT!* WHEN WE FOUGHT, SPIDER-MAN USED HIS WEBBING TO DISABLE THE SURVEILLANCE CAMERA, AND THE KINGPIN NEVER LEARNED OF THE *SPOT'S* EXISTENCE!

GOOD! THAT GIVES ME MORE TIME TO DECIDE WHAT TO DO WITH MY NEW FOUND ABILITIES.

I BEAT SPIDER-MAN BEFORE! IF I CAN DO IT AGAIN, I'LL KNOW IT WASN'T JUST A FLUKE!

AND IF IT *WASN'T*, WELL, SOMEONE WITH *MY* KIND OF POWER DOESN'T HAVE TO WORK *FOR* ANYBODY, NOT EVEN THE KINGPIN!

I'LL JUST STRETCH THIS SPOT I REMOVED FROM MY BODY--

--UNTIL IT'S LARGE ENOUGH FOR ME TO WALK THROUGH. THUS I CAN ENTER THE SPOTTED DIMENSION.

ON THE ROOF OF THE KINGPIN'S BUILDING...

BESIDES THE HIDDEN TRAPS AND WEAPONS, THE WATCHDOG SURVEILLANCE DEVICES, THERE, UNNOTICED ON ONE OF THE WALLS IS AN INSIGNIFICANT BLACK DOT...

OR PERHAPS IT IS NOT SO INSIGNIFICANT.

A FINGER EMERGES--THEN ANOTHER. THEY BEGIN TO PRY AND PUSH AT THE PERIMETER OF THE DOT.

SLOWLY, IT WIDENS!

AH, THERE WE GO! I LEFT THIS SPOT HERE JUST IN CASE I NEEDED TO GET TO THE ROOF UNOBSERVED AGAIN, JUST AS I LEFT SEVERAL SPOTS SCATTERED AT STRATEGIC LOCATIONS IN CASE I EVER HAVE TO BEAT A HASTY RETREAT!

THESE SPOTS CERTAINLY MAKE FOR AN EFFICIENT MEANS OF TRANSPORTATION. MUCH BETTER THAN THE SUBWAY!

AND I CAN ALSO USE ONE OF THEM TO INCAPACITATE THIS CAMERA! THERE!

NOW TO SITUATE MYSELF WHERE I CAN GIVE SPIDER-MAN THE WARM WELCOME HE DESERVES!

WHILE WITHIN...

WHAT IS SPIDER-MAN'S PROGRESS?

WE--WE DON'T KNOW, SIR!

THE CAMERA WHICH WAS TRACKING HIM HAS MALFUNCTIONED.

ALL WE GET ON IT IS SOME FUNNY POLKA DOT INTERFERENCE!

WAIT, THERE HE IS! ONE OF THE OTHER UNITS PICKED HIM UP. BUT JUDGING FROM THE DIRECTION OF HIS SWING, HE'LL BE OUT OF RANGE IN A SEC.

BUT HE IS STILL ALONE!

YES!

MAYBE I'M DOING THIS ALL WRONG! I KNOW HOW TIGHT KINGY'S SECURITY IS! PROBABLY EVEN TIGHTER SINCE ALL THE BREAK-INS!*

STILL, I FIGURE I'VE GOT A SHOT IF I GO IN THE SAME WAY AS LAST TIME--NOBODY'D BE EXPECTING ME TO TRY THE SAME ROUTE TWICE!

*SPIDEY'S REFERRING TO THE FREE-FOR-ALL IN PPTSS # 96 - DANNY.

WONDER IF THAT WEIRDO IS STILL AROUND. HE MADE NOISES ABOUT BEING AN INDEPENDENT, BUT THEN THREATENED ME TO LAY OFF KINGY.

HE WAS A STRANGE ONE ALL RIGHT! WHAT WAS IT HE CALLED HIMSELF? SOME RIDICULOUS NAME...

OH, YEAH, HE CALLED HIMSELF--WHOOPS!

POIT!

THE *SPOT*, SPIDER-MAN! I CALLED MYSELF THE SPOT! TO HELP YOU REMEMBER, HERE ARE A FEW OF MY CALLING CARDS!

YOW! HE'S POPPING OUT OF THAT HOLE IN THIN AIR!

I LEARNED SOMETHING FROM OUR FIRST ENCOUNTER, SPOT! USING MY SPIDER-LIKE AGILITY I CAN EASILY AVOID YOUR SPOTS--

--AND AT THE SAME TIME SEND OUT A SPRAY OF MY WEBBING TO CAPTURE YOU!

IT WOULD TAKE TOO LONG TO STRETCH ONE OF MY SPOTS BIG ENOUGH TO DEFEND ME--SO INSTEAD I'LL JUST GATHER UP A HANDFUL OF THE ONES I THREW AT YOU...

--AND THEY INSTANTLY COMBINE INTO A HOLE LARGE ENOUGH TO CONTAIN YOUR WEB-NET!

NOW HOLD THAT POSE WHILE I FOLLOW YOUR WEBBING INTO THE OTHER DIMENSION WHERE MY SPOTS LEAD! IF YOU FORGOT MY *NAME*--

--YOU MAY ALSO NEED A REMINDER ABOUT THE UNIQUE PROPERTIES THEY POSSESS!

NO THANKS, SPOT! I *DO* RECALL THAT YOU CAN STRIKE AT AN OPPONENT FROM ANY OF THOSE PORTABLE HOLES OF YOURS!

SO THE BEST THING FOR ME TO DO IS TO GET AWAY FROM THEM!

WHOA! WHAT'S MY SPIDER DOING HERE? HE SAID HE WOULDN'T BE COMING TONIGHT!

OF COURSE, I PROMISED HIM THE SAME THING!

LUCKY THING HE DIDN'T SEE ME! AND I'M STILL TOO FAR AWAY TO SET OFF HIS SPIDER-SENSE!

HE'S BUSY FIGHTING THAT CRAZY "SPOT" CHARACTER AGAIN!

GOOD! WHILE THE TWO OF THEM ARE OCCUPIED, I CAN JUST SWING AROUND TO THE OTHER SIDE OF THE BUILDING--

--AND FIND MY OWN WAY INSIDE!

IMAGINE SPIDER LYING TO ME! AFTER ALL THAT HOLIER-THAN-THOU STUFF HE'S BEEN DOLING OUT LATELY I THOUGHT HE WAS A PERFECT BOY SCOUT!

HEH, HEH, I'LL REALLY RUB IT IN WHEN THIS IS ALL OVER!

SAY, THE SPOT SEEMS TO HAVE PUT THAT CAMERA OUT OF COMMISION! THAT WON'T DO!

AH, HERE ARE SOME FUNCTIONAL ONES. GOOD! IN THE OLD DAYS I WOULD'VE USED MY CAT-BURGLAR TALENTS TO *SNEAK* INSIDE--

--BUT NOW, AIDED BY MY RECENTLY ACQUIRED POWERS, I DON'T HAVE TO BE SUBTLE!

I JUST WAIT FOR THE DEFENSIVE DEVICES TO GO INTO OPERATION--

--TRUST MY BAD LUCK POWER TO KEEP ME SAFE--

THEN WHEN THEY RETRACT THE GUN MOUNTING, I CAN RIDE IT RIGHT INSIDE THE BUILDING!

VOILA! INSTANT AND EASY ACCESS TO A MAINTAINANCE TUNNEL!

NOW I'LL JUST SHIMMY ALONG THE TUNNEL--

--AND DOWN THIS CONNECTING SHAFT--

PFFF T-t-t-

WHOOPS! A GAS NOZZLE! BUT IT'S PLUGGED ITSELF UP!

WHOA! WOULD'VE GOTTEN THE MARIE ANTOINETTE TREATMENT IF MY BAD LUCK POWER HADN'T CAUSED THAT BLADE TO JAM!

AND I COULD HAVE BEEN ONE FLAT CAT IF THOSE WALLS HAD KEPT CLOSING!

I WONDER WHO'S IN CHARGE OF SECURITY FOR THE KINGPIN--STEVEN SPEILBERG?

MEAN-WHILE...

KINGPIN YOU WERE RIGHT, SPIDER-MAN WASN'T ALONE! THE BLACK CAT IS HERE TOO!

BUT SHE MADE NO ATTEMPT TO AVOID OUR DEFENSE SYSTEMS!

AND NONE OF THEM WORKED AGAINST HER!

NO FURTHER SIGN OF SPIDER-MAN?

NO.

ALLOW THE BLACK CAT TO PROCEED UNMOLESTED! I DOUBT WE CAN STOP HER, AND THERE'S NO REASON TO DESTROY ALL OUR DEFENSE UNITS IN THE PROCESS!

MEANWHILE, TRY TO PINPOINT SPIDER-MAN'S WHEREABOUTS. IT MAKES ME UNEASY TO HAVE SUCH A POWERFUL FOE UNACCOUNTED FOR!

WHILE ON THE ROOF...

YOU-HOO! SPIDER-MAN, WHERE ARE YOU?

YOU MIGHT AS WELL COME OUT AND MAKE THIS EASY ON YOURSELF!

I WILL MAKE IT EASY ON MYSELF.

BUT NOT THE WAY HE THINKS!

I'LL JUST GET CLOSE BEHIND HIM!

IN MY SNEAKY, SILENT SPIDER-LIKE WAY AND...

POW! THAT'S IT FOR YOU, MR. SPOT!

NAUGHTY, NAUGHTY! FOR SHAME, SPIDER-MAN! SURELY IT VIOLATES SOME RULE OF SUPER-HERODOM TO TRY AND HIT A FOE FROM BEHIND!

FORTUNATELY I HAD ANTICIPATED SUCH AN ATTEMPT, AND ACCUMULATED A MASS OF SPOTS AT THE BACK OF MY HEAD!

YOW!

MAN, THAT'S CREEPY THE WAY MY HAND JUST SANK RIGHT INTO HIM!

BUT I THINK IT GIVES ME AN IDEA OF HOW I CAN BEAT THIS BOZO!

YOU'RE RIGHT, SPOT, YOU'RE JUST TOO TOUGH FOR THIS POOR OVER-MATCHED LITTLE WEB-SLINGER!

BUT IF I CAN'T BEAT YOU, AT LEAST I CAN MAKE SURE THAT ***YOU*** CAN'T BEAT ***ME***-- BY SIMPLY STAYING OUT OF THE WAY OF ANY OF YOUR FLOATING SPOTS!

THERE, I'M IN THE CLEAR NOW!

BUT NOT FOR LONG, MY FAINT-HEARTED FOE!

WHILE THE SPOT PREPARES TO ESCALATE HIS BATTLE AGAINST THE AMAZING SPIDER-MAN, DOWNTOWN IN THE CHELSEA DISTRICT, AN AWKWARDLY SWINGING FIGURE--

--MAKES AN EVEN MORE AWKWARD LANDING!

K-KRASSH!

OOOOH! WH-WHERE AM I? WHAT HAPPENED TO ME?

THE LAST THING I REMEMBER I WAS WALKING BY THE BAXTER BUILDING, MINDING MY OWN BUSINESS...

Cheerios

EVERYTHING ELSE IS A BLANK!

I MUST'VE BEEN MUGGED! UNNHH! IT'S TRUE WHAT THEY SAY ABOUT THIS CITY!

OOH! EVERY MUSCLE ACHES! THEY MUST'VE WORKED ME OVER PRETTY GOOD!

WONDER WHY I CAN'T REMEMBER ANY OF IT? AMNESIA MAYBE?

MEANWHILE, THE INK-BLACK ENTITY THAT HAD ENGULFED THE HAPLESS TOURIST SLIDES ITS WAY UP THE BRICK WALLS OF A NEARBY BROWNSTONE...

TO LURK OUTSIDE THE WINDOW OF THE PLACE IT HAS COME TO THINK OF AS ITS HOME...

...THE APARTMENT OF ITS HOST BODY, PETER PARKER!

ELSE-WHERE...

FINALLY! AN AIR VENT THAT LEADS INTO ONE OF THE HALLWAYS!

I'M SICK AND TIRED OF CRAWLING AROUND THESE DINGY OLD DUCTS--

--TIME TO KICK UP MY HEELS A BIT!

SPANGG!

THERE, THAT DID IT! NOW ALL I HAVE TO DO IS FIND OUT WHERE THE KINGPIN IS HANGING OUT, AND...

OOPS!

FOOL! FLEE ALL YOU WANT TO. I'LL JUST SEND MORE AND MORE DOTS FLYING YOUR WAY!

YOU CAN'T POSSIBLY AVOID ALL OF THEM!

MAYBE NOT, SPOTTY OLD BOY, BUT AT LEAST IT BUYS ME A BREATHER!

YOU THINK SO? TRY BREATHING THIS, THEN!

OOCH!

POK!

THUPK!

OOF!

THAP!

YOW! THAT ONE KNOCKED ME RIGHT OFF MY PERCH!

HAH! I TOLD YOU! WITH ALL THE SPOTS I'VE SCATTERED AROUND HERE THERE'S NO WAY YOU CAN AVOID MY ATTACK!

WHILE WITHIN...

YOU BOYS THE KING-PIN'S OFFICIAL GREETERS?

WATCH HER LEGS!

UGGH!

OWCH!

WHY, WHAT A NICE THING TO SAY! I DO RATHER PRIDE MYSELF ON HAVING A WELL-TURNED CALF!

GET HER!

BUT OUR ORDERS--

HECK WITH ORDERS! IT'S KILL OR BE KILLED!

SILLY BOYS! WITH MY SPEED, STRENGTH AND CAT-LIKE AGILITY YOU REALLY WOULDN'T STAND MUCH OF A CHANCE AGAINST ME!

ADD TO THAT MY BAD LUCK POWER, AND YOU'VE GOT NO HOPE AT ALL!

OOF!

SORRY, I-I SLIPPED!

ARGGH! I TRIPPED!

WELL, IT'S BEEN FUN! BUT NOW I REALLY MUST RUN!

GET HER!

WITH MY SPEED I COULD LOSE THESE GUYS IN TIME! BUT THEY'RE SUCH A NUISANCE--

--I'LL JUST HEAD FOR THAT DARKENED ROOM, WHERE MY CAT-LIKE EYESIGHT WILL LET ME DITCH 'EM QUICKLY!

WHOA, BOYS! NO NEED TO FOLLOW HER IN THERE!

YEAH, SHE'S HAD IT!

WHILE ABOVE...

I WARNED YOU, SPIDER-MAN! I'VE THROWN OUT SO MANY SPOTS YOU CAN'T POSSIBLY AVOID THEM ALL!

POW

WHUP

SEE?

AND STILL YOU PUSH FORWARD! SUCH A VALIANT EFFORT DESERVES A PAT ON THE BACK!

THUD!

FUNNY! THEY SEEM TO HAVE STOPPED FOLLOWING ME! WONDER WH--

WAIT! THERE'S SOMEONE IN HERE! MY EYES ARE ADJUSTING, IT'S...

IT IS I, MY DEAR!

KINGPIN!

NONE OTHER! I WONDERED WHEN WE WOULD GET AROUND TO HAVING THIS LITTLE CHAT!

YOU MEAN YOU'VE BEEN EXPECTING ME?

FOR SOME TIME, NOW!

I KNEW THAT IN TIME YOU WOULD BECOME AWARE OF THE LITTLE JEST I'VE HAD AT YOUR EXPENSE!

A JEST I CONCEIVED WHEN YOU SNUCK INTO MY PRIVATE QUARTERS AND STOLE THAT DETONATOR FOR A NUCLEAR DEVICE.*

"Y-YOU KNEW" THAT WAS ME?

"OH, NOT AT FIRST! BUT YOU DID SPEAK TO ME--MOCKED ME!

*SEE PETER PARKER #74.

KNOWING THAT A WOMAN HAD PERPETRATED THIS OUTRAGE, AND WITH MY CONNECTIONS, IT WAS ONLY A MATTER OF TIME BEFORE I COULD AFFIRM YOUR IDENTITY!

AND UPON LEARNING IT, I DEVISED A REVENGE SO EXQUISITE THAT ONLY I COULD HAVE FORMULATED IT!

REVENGE?! WHAT REVENGE? AND WHY? JUST FOR STEALING A LITTLE OLD NUCLEAR DETONATOR?

IT WASN'T SO MUCH THE THEFT OF THE DEVICE ITSELF, THOUGH THAT WAS NO SMALL AFFRONT--

--BUT YOU LET IT SLIP FROM YOUR GRASP INTO THE POSSESSION OF THAT MADMAN DR. OTTO OCTAVIUS!

HE USED IT TO ACTIVATE A NUCLEAR WEAPON HE HAD ACQUIRED... AND I--

--I WAS HELPLESS! HELPLESS TO PROTECT MY OWN CITY!

BECAUSE OF YOUR AUDACITY AND CARELESSNESS I WAS FORCED TO--

ABANDON

MY

OWN

CITY!

I SWORE YOU WOULD PAY!

UP ON THE ROOF...

I'LL GET YOU, SPOT--

UNGH!

KLOP!

IF IT'S THE LAST THING I DO--

AHK!

SMAK!

--I'LL GET YOU!

BRAVO, HERO! YOU'VE RUN THE GAUNLET, BUT MY BLOWS HAVE TAKEN THEIR TOLL!

THUDD!

BUT YOU DID MAKE ONE MISTAKE, SPOT!

YOU LET ME GET TOO CLOSE!

POW!

AAAAAAAAAAAA!

I THOUGHT SO--YOU THREW SO MANY SPOTS AT ME THAT THERE WAS ONLY WHITE SPACE LEFT ON YOUR BODY!

THAT GAVE ME SOMETHING SOLID TO HIT!

AND I'VE GOT NEWS FOR YOU, YOUR PUNCHES DON'T PACK NEARLY AS MUCH WALLOP AS THE MAN WITH THE PROPORTIONATE STRENGTH OF A SPIDER! SEE WHAT I MEAN?!

WHOOF!

I-I'M NOT BEATEN YET! I CAN STILL LEAP INTO THIS HOLE...

WHEW! HE COULD HAVE KILLED ME!

PERHAPS I HAD BEST RETHINK MY NOTION OF BECOMING A FREELANCE SUPER CRIMINAL!

SEE THAT YOU DO, BUB! OR I'LL COME IN HERE AFTER YOU AND *FINISH* THE JOB!

YIII! NO! *DON'T!* I'VE LEARNED MY LESSON!

GOOD! CAUSE I'VE GOT BIGGER FISH TO FRY! MUCH BIGGER!

B-BUT IF YOU WANTED REVENGE, WHY DID YOU GIVE ME THESE POWERS?

FOOLISH CHILD!

YOUR POWERS ARE A MIXED BLESSING. DID YOU REALLY THINK I WOULD GIVE SUCH ABILITIES TO SOMEONE WHO WASN'T A TRUSTED ALLY UNLESS THERE WAS SOME FLAW IN THEM?

INDEED, WHY WOULDN'T I HAVE SUCH POWERS CONFERRED UPON MYSELF?

I--I DON'T KNOW! I DIDN'T THINK!

OF COURSE YOU DIDN'T. BUT YOU SEE THERE IS A HITCH. YOUR POWERS CAUSE BAD LUCK TO BEFALL ANY WHO TRY TO HARM YOU--

--BUT THEY ALSO, IN TIME, BRING EVIL TIDING TO ANY WHO KEEP STEADY COMPANY WITH YOU! IN OTHER WORDS...

MY SPIDER!

PRECISELY!

THEN IT WASN'T JUST HIS BLACK COSTUME CAUSING HIM TO BE SO CLUMSY LATELY!

AND THE MORE TIME YOU SPEND WITH YOUR LOVER, THE MORE THE POWER AFFECTS HIM UNTIL...

WELL, THERE IS A POINT BEYOND WHICH ONE'S LUCK CAN GET NO WORSE.

I'LL KILL YOU FOR THIS!

TSK, TSK! YOUR POWER IS ALL BUT USELESS IF I DON'T ATTACK YOU, AND I WON'T!

THERE IS MY REVENGE, CAT. LEAVE YOUR LOVER AND YOU ARE BOTH HEARTBROKEN, STAY WITH HIM AND HE DIES! EXQUISITE, IS IT NOT?!

CURSE YOU, KINGPIN! *CURSE YOU!*

EVEN AS THE KINGPIN'S LAUGHTER CHASES THE BLACK CAT DOWN A LONG DESERTED CORRIDOR...

EH--WHAT'S THAT RUCKUS?

MY GUARDS, BEING CAST ABOUT LIKE TEN PINS. BUT WHO--?!

WHO *ELSE*, KINGY, IT'S *ME!*

AH, SPIDER-MAN! OF COURSE! WHATEVER DELAYED YOU?

AS IF YOU DIDN'T KNOW! I HAD TO STOP AND MOP UP THE SPOT!

YOU SPEAK IN RIDDLES!

ALL RIGHT, LET ME MAKE SOMETHING REAL PLAIN TO YOU, THEN!

LEAVE THE BLACK CAT ALONE! I WANT HER UNCONDITIONAL RELEASE FROM ANY OBLIGATION TO YOU!

FINE! I'D HATE TO BE THE CAUSE OF ANY RIFT BETWEEN YOU YOUNG LOVERS!

IN FACT THE LADY IN QUESTION AND I JUST HAD A MUTUALLY BENEFICIAL DISCUSSION WHICH LED US TO THAT VERY AGREEMENT!

THE BLACK CAT?! *HERE?!* YOU'RE *LYING!*

YOU KNOW ME BETTER THAN THAT.

I'VE *HAD* IT WITH YOU KINGPIN! HAD IT UP TO *HERE!*

HERE'S WHERE WE SETTLE THE SCORE ONCE AND FOR ALL!

I WAS *HOPING* I'D GET THE OPPORTUNITY TO TAKE OUT MY ANGER AND FRUSTRATION WITH YOU IN THE FORM OF HAND-TO-HAND COMBAT!

K-TOOM

NAH! I PREFER FOOT-TO-HEAD!

OR AM I BEING TOO FLIP?

I REALLY LOST IT THERE FOR A MINUTE, I WAS SO MAD AT THE KINGPIN!

OTHERWISE THERE'S NO WAY HE WOULD HAVE BEEN ABLE TO GRAB ME--NOT WITH *MY* SPEED!

K-RRA-CK-K

WHUF!

AGILE AND STRONG AS EVER, I SEE!

HE'S GETTING UP?!

THAT SHOT WOULD HAVE PUT MOST MEN IN THE HOSPITAL FOR A MONTH!

UH-OH! HERE HE COMES AGAIN!

GOOD! I'M GLAD YOU'RE WILLING TO MAKE A STRUGGLE OF IT!

THOOM!!

MY PLEASURE, BIG MAN! I'VE GOT SOME ANGER AND FRUSTRATION OF MY OWN TO WORK OFF HERE!

WHILE ON THE ROOF...

GOT TO GET AWAY--GET TIME TO THINK THIS OUT!

EH--WHAT'S THAT? THE *SPOT*, AND HE SEEMS TO BE GATHERING UP HIS POLKA DOT COLLECTION!

WISH I'D NEVER GOT INVOLVED INNA FIRST PLACE! STUPID CONCEPT...

ALL RIGHT, BUSTER! WHERE'S SPIDER-MAN?!

WHA?! OH, NO! THE BLACK CAT!

KRAK

AH, BUT I'VE BEEN WORKING OUT--

KRRNNNCH

YOU SWING A PRETTY MEAN FOOT, FAT MAN! BUT IT'LL TAKE A LOT MORE THAN THAT TO TAKE ME OUT!

SEE?

FORGET IT, KINGPIN! NO MATTER HOW BIG AND STRONG YOU ARE, I'VE BEATEN YOU BEFORE AND I CAN DO IT AGAIN!

THUD!

--AS WELL AS TAKING MARTIAL ARTS INSTRUCTION!

I THINK YOU CAN SEE--AND FEEL--HOW ADEPT I'VE BECOME!

NEVER FEAR, INSECT! I'VE *GOT* A LOT MORE!

LOOK! I--I DON'T WANT TO FIGHT YOU! I'VE HAD MY FILL WITH YOUR BOYFRIEND!

BUT WHERE *IS* HE?!

AFTER HE BEAT ME, HE WENT IN AFTER THE KINGPIN! THAT'S ALL I KNOW, NOW... GOODBYE!

WAIT--!

HE'S GONE! NOW WHAT DO I DO? GO BACK INSIDE? NO, I'M SURE MY SPIDER CAN HANDLE THE KINGPIN--

POIT!

--AND I'VE GOT A LOT TO THINK ABOUT!

NO MATTER HOW STRONG YOU ARE THERE'S NO WAY FOR YOU TO NULL-IFY MY ABILITY TO CLING TO ANY SURFACE!

YOU THINK NOT?

ER...SUPPOSE WE JUST *TABLE* THIS DISCUSSION FOR A WHILE!

KRATCH!

I CAN HARDLY *BELIEVE* THIS! HE'S ACTUALLY KEEPING ME ON THE DEFENSIVE!

Y'KNOW, KINGPIN, FOR A GUY WITH NO SPECIAL POWERS, YOU'RE A PRETTY TOUGH CUSTOMER!

INDEED--!

YOW! TEARING THIS STAIRCASE RIGHT OFF THE WALL--YOU SURE YOU'RE NOT A MUTANT OR SOMETHING?!

FOOL! YOUR INTERFERENCE WITH MY PLANS COST ME THE CURE OF MY VANESSA!

MY RAGE AND HATRED FUELS MY NATURAL STRENGTH UNTIL IT IS MORE THAN A MATCH FOR YOURS!

RIIIPPP

WHAT AM I GOING TO DO? WHAT *CAN* I DO?

I'VE BECOME A THREAT TO THE VERY MAN I LOVE! MY SPIDER!

I LOVE HIM SO--I-I JUST CAN'T BEAR THE THOUGHT OF HIM BEING HURT...

...MUCH LESS THE THOUGHT OF ME BEING THE ONE TO HURT HIM.

CURSE THE KINGPIN! HE'S LEFT ME NO CHOICE, I-I'VE GOT TO BREAK UP WITH SPIDER-MAN!

GEE, FELLA, THIS STAIRWAY LOOKS AWFUL HEAVY TO LUG AROUND! LET ME LIGHTEN YOUR LOAD FOR YOU!

OOPS, SO SORRY. I SEEM TO HAVE STEPPED ON YOUR FACE!

KLOP

THAT IS *ENOUGH!* I'LL SUFFER NO MORE SUCH INDIGNITIES AT YOUR HAND! NOW FOR MY AILING WIFE I TAKE REVENGE!

I'LL *KILL* YOU, SPIDER-MAN! *KILL YOU!*

UH-OH!

KILL Y--!

POW

YOU THINK YOU'RE THE ONLY ONE WHO'S GOT SOMETHING TO BE MAD ABOUT? WELL, YOU'RE *WRONG!*

CRUNCH!

I'M *SORRY* ABOUT YOUR WIFE, KINGPIN, I REALLY AM!

THUD!

BUT I'M EVEN *SORRIER* ABOUT THE TROUBLE YOU'VE CAUSED BETWEEN THE BLACK CAT AND ME!

YES, THAT'S IT! WE MUST NEVER SEE EACH OTHER AGAIN!

AND I DARE NOT EVEN TELL SPIDER WHY I'M LEAVING HIM!

HE MIGHT GALLANTLY INSIST ON STAYING WITH ME, HOPING TO EITHER BEAT MY BAD LUCK CURSE, OR FIND A CURE FOR IT!

I COULDN'T LET HIM TAKE THE CHANCE FOR FEAR HE'D DIE TRYING!

IN A WAY, IT'S ALMOST LIKE SOME WONDERFUL TRAGIC, STAR CROSSED LOVERS DREAM!

BETTER FOR BOTH OF US TO SUFFER *BROKEN* HEARTS THAN FOR MY LOVER'S HEART TO STOP BEATING FOREVER! SIGH.

I-I'M NOT FINISHED YET! I'LL CRUSH YOU LIKE THE BUG YOU ARE!

DON'T TRY IT, KINGPIN, I'M WARNING YOU...

DON'T TRY IT!

KTASSH!

HE'S GETTING UP *AGAIN*. HE MUST BE RELATED TO THE JUGGERNAUT OR SOMETHING!

I-I LOST MY HEAD THERE FOR A MOMENT, SPIDER-MAN! FORGOT THE TRUE DIRECTION I WANTED MY VENGEANCE TO TAKE!

TO KILL YOU WOULD BE TOO QUICK, TOO MERCIFUL!

YOU WOULDN'T JUST BE SAYING THAT BECAUSE I'M MOPPING UP THE FLOOR WITH YOU, WOULD YOU, KINGY?

BAH! YOU THINK ME SO EASILY BEATEN? BUT I INSIST THIS CONFRONTATION CEASE. TO THAT END I PUSH THIS BUTTON AND SUMMON--

--THE POLICE!

THE POLICE? DON'T MAKE ME LAUGH!

HARDLY A LAUGHING MATTER. I OWN THIS BUILDING! YOU ARE TRESPASSING--

--I SUGGEST YOU LEAVE!

THIS IS CRAZY! YOU, THE BIGGEST CRIMELORD IN THE CITY THREATENING ME WITH THE POLICE!

"ALLEGED" CRIMELORD, SPIDER-MAN! MY *RECORD* IS CLEAN!

ALL RIGHT, I'LL LEAVE! BUT AS FOR THE BLACK CAT...

NO NEED FOR THREATS. I SHALL NOT *FORCE* THE BLACK CAT TO DO MY BIDDING AGAIN! NOW, FAREWELL!

HUH! HE WASN'T BLUFFING! HERE COME THE BOYS IN BLUE, NOW!

REEEE

POLICE

POLICE

POLICE

I'D BETTER JUST SCRAMBLE ON UP TO THE ROOF AND--

WHAT ARE YOU DOING HERE?

THE SAME AS YOU, SPIDER. I CAME TO SEE THE KINGPIN!

SO THE BIG MAN WASN'T LYING! YOU *DID* GET HIM BEFORE I DID!

YES. WE... TALKED.

I TALKED WITH HIM TOO. IN FACT I'M STILL SORE FROM OUR "CONVERSATION"!

BUT THE BOTTOM LINE IS: I GOT HIM TO PROMISE TO LEAVE YOU ALONE!

OH, SPIDER, YOU DID THAT FOR ME?! THAT MAKES IT EVEN HARDER FOR ME TO TELL YOU WHAT I HAVE TO SAY--

EASY, CAT... FELICIA. I HAVE SOMETHING IMPORTANT TO SAY TO YOU, TOO. SO LET ME GO FIRST, OKAY?

OUR RELATIONSHIP HAS BEEN HAVING ITS UPS AND DOWNS LATELY AND I'VE BEEN DOING A LOT OF THINKING ABOUT US, FELICIA.

IT'S NOT THAT I DON'T LOVE YOU, FELICIA-- 'CAUSE IN A WAY I DO. YOU'RE THE MOST GLAMOROUS EXCITING GIRL I'VE EVER KNOWN.

BUT WE'RE SO DIFFERENT... TOO DIFFERENT.

WHAT'S HE SAYING? AT FIRST I THOUGHT HE WAS GOING TO TELL ME THAT HE LEARNED ABOUT MY BAD LUCK POWERS-- BUT NOW IT DOESN'T SOUND AS IF...

YOU'RE... I DON'T KNOW... TOO AMORAL. I LIKE ADVENTURE AS MUCH AS ANYONE, BUT I DO CARE ABOUT WHICH SIDE OF THE LAW I GET MY KICKS ON!

YOU DON'T SEEM TO!

AND THERE'S ANOTHER THING. FOR YOU, YOUR COSTUMED IDENTITY SEEMS TO BE EVERYTHING!

FOR YOU THERE IS NO FELICIA HARDY! ONLY THE BLACK CAT!

NO! HE CAN'T BE SAYING THIS! HE MUSTN'T BE...

YOU WANT IT TO BE THE SAME WAY FOR ME, WANT ME TO BE SPIDER-MAN ALL THE TIME!

BUT THAT'S NOT THE REAL ME! THE REAL ME IS PETER PARKER, NOT SOME SUPER POWERS; NOT A COSTUME; BUT A REAL PERSON.

I WAS READY TO MAKE THE BIGGEST SACRIFICE OF MY LIFE! BREAKING UP WITH SPIDER WOULD HAVE BEEN THE MOST UNSELFISH THING I'VE EVER DONE, BUT NOW...

I CAN'T BE... WON'T BE... THE PERSON YOU SEEM TO WANT ME TO BE: A MYSTERIOUS MASKED ADVENTURER OUT OF SOME ROMANCE NOVEL.

I'M SORRY, FELICIA, BUT WE'VE GOT TO STOP SEEING EACH OTHER!

HE CAN'T BREAK UP WITH ME FIRST... HE CAN'T... HE...

I THINK IT'S BEST THAT WE BREAK UP! I'M SORRY...

CAT--?

FINE WITH ME, MISTER *PARKER!*

SOON...

WHEW! THAT SCENE WITH THE CAT TOOK MORE OUT OF ME THAN MY FIGHTS WITH THE KINGPIN AND THE SPOT COMBINED.

I FEEL DRAINED!

FELICIA SURE WAS QUIET. WISH I KNEW HOW SHE WAS TAKING IT.

SURE HOPE SHE DOESN'T FEEL VINDICTIVE! I CAN'T STOP WORRYING THAT SHE'LL REVEAL MY SECRET IDENTITY..

NAH! AFTER WHAT WE HAD TOGETHER, SHE WOULD NEVER DO THAT TO ME.

WELL, STOP WORRYING ABOUT IT. WON'T DO ANY GOOD. MAY AS WELL SETTLE DOWN AND TRY TO LOSE MYSELF IN WHATEVER'S ON THE TUBE.

BUT EVEN AS PETER LEAVES THE BEDROOM, A DARK FORM SLIPS IN THROUGH THE WINDOW...

SWIFTLY, SURELY IT MAKES ITS WAY ACROSS THE FLOOR...

*...ENTERS PETER'S CLOSET, AND **WAITS.***

IT'S NO USE. I'M TOO RESTLESS TO WATCH TV. TIRED AS I AM, MY ADRENALIN IS STILL PUMPING OVER MY SPLIT FROM THE CAT.

MAY AS WELL SLIP MY COSTUME BACK ON. MAYBE SOME WEB-SWINGING WILL HELP ME BLOW OFF STEAM.

*UH-OH! DON'T MISS THE ALL NEW **WEB OF SPIDER-MAN #1** TO SEE WHAT HAPPENS HERE. THEN COME BACK FOR THE NEXT ISSUE OF **SPECTACULAR SPIDER-MAN**...*

*IF THERE **IS** A NEXT ISSUE!*

MARVEL®

WEB OF SPIDER-MAN

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C.VESS·

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'TIL DEATH DO US PART!

I'M JUST BEING *PARANOID!*

THAT'S GOTTA BE IT! I JUST BROKE UP WITH THE *BLACK CAT* *, AND EVEN IF WE BOTH KNOW IT'S FOR THE BEST, SHE'S FURIOUS WITH ME!

IT'S COLORING MY WHOLE OUTLOOK! *THAT'S* WHY I'VE GOT THIS FUNNY FEELING... ALMOST LIKE SOMEBODY'S OUT TO GET ME!

OOH, BAMBI! LIKE, IT'S SO *COLD* OUT HERE! BUT... THE SUN LOOKED SO WARM!

IT'S THE GIRLS NEXT DOOR... UP ON THE *ROOF* AGAIN! RATS!

* *IT HAPPENED IN PETER PARKER #100 A COLLECTOR'S ITEM FOR SURE! -- OWZ.*

BRRR! NOBODY SUNBATHES IN WEATHER LIKE THIS, RANDI! NOT EVEN US!

YEAH, BAMBI! LET'S GET BACK INSIDE! FAST!

SO... THOSE NUTTY TEEN-AGE SUNBUNNIES HAVE FINALLY REALIZED IT'S AUTUMN!

TOOK THEM LONG ENOUGH! THEY MUST BE YOUNG! AND RIGHT NOW I'M FEELING AS OLD AS METHUSALA!

WHAT YOU NEED, PETER PARKER, IS A NICE JAUNT AROUND TOWN...

...COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! SHAKE LOOSE THE COBWEBS! PERK YOU RIGHT UP!

...THE ONE THAT TURNED OUT TO BE AN ALIEN SYMBIOT!

I'D WORN IT TO THE BAXTER BUILDING TO VISIT THE FANTASTIC FOUR...

...AND REED RICHARDS EXAMINED IT... AND DISCOVERED IT WAS A LIVING PARASITE-- AND THAT IT WAS TRYING TO GRAFT ITSELF ON-TO ME!

AND IT REFUSED TO COME OFF! HOO BOY! REED FINALLY MADE IT LET GO BY BLASTING IT WITH A SONIC GUN!

HE SAID IT WAS JUST A MATTER OF TIME BEFORE IT TOOK ME OVER COMPLETELY!

HEY, I MUST BE GETTING USED TO MY OLD RED AND BLUE COSTUME AGAIN!

FEELS AS COMFORTABLE AS THE SHAPE-SHIFTING BLACK ONE I GOT ON THE SECRET WARS...

WONDER WHAT HE MEANT BY THAT?

OLYMPIC XXI

I GUESS WHAT'S REALLY WORRYING ME ARE THE RUMORS ABOUT A *BLACK SHADOW* SNAKING AROUND TOWN AND TAKING PEOPLE OVER!

MAYBE I SHOULD CALL REED, JUST TO MAKE SURE MY ALIEN COSTUME'S STILL *LOCKED AWAY!*

AW! SURE IT IS! THE FF DON'T KNOW MY SECRET IDENTITY, BUT IF IT *HAD* ESCAPED, THEY'D HAVE CONTACTED ME SOMEHOW...

...WOULDN'T THEY?

EMPTY! GOTTA ADD NEW WEB FLUID TO MY WEB SHOOTERS AND...

HEY, WHERE'S MY CARTRIDGE BELT? AND MY HOOD AND GLOVES? PROBABLY DROPPED INTO THE BOTTOM OF THE CLOSET!

DARN! SERVES YOU RIGHT, PARKER, FOR HANGING IT UP, INSTEAD OF THROWING IT ON THE CHAIR AS USUAL!

I STILL HAVE THIS FUNNY FEELING, THOUGH! THINK I'LL *VISIT* REED SOON AS I'M DRESSED!

JUST TO MAKE *SURE!*

OH...

NO!

WHILE IN MANHATTAN'S LOWER EASTSIDE...

WHY, GRIPES, GUESS WHAT DAY THIS IS? AND THIS LOVELY LADY WALKING HOME FROM THE BANK ALL ALONE...?

NO FOOLIN', SUGAR FACE? IT'S SOCIAL SECURITY CHECK DAY?

C-COME ON, G-GUYS! DON'T! YOU'LL S-SPOIL EVERYTHING! SOMEBODY'LL S-SEE!

GIMME A BREAK, PIGEON!

NO! P-PLEASE! HOW'LL I BUY FOOD? PAY THE RENT?

THAT'S ALL THE MONEY I HAVE IN THE WORLD!

NOT ANY MORE, BABE!

BUT S-SUGAR FACE! GRIPES! LISTEN TO ME!

W-WITH THE BANK ROBBERY WE JUST PULLED USING OUR W-WINGS, WE DON'T NEED TO M-MUG PEOPLE ANY M-MORE!

HONCHO'S PROBABLY FINISHED FIXING THEM BY NOW... AND IF HE FINDS OUT WHY WE'RE LATE, HE'LL BE M-MAD!

SO WHO'S GOING TO TELL HIM, PIGEON? YOU...?

HEY! WHAT KEPT YOU GUYS?

IT'S A NICE DAY! WE WENT FOR A WALK!

SO SUE US! IT'S GREAT BEING ABLE TO GO WHERE WE WANT AFTER THE MONTHS WE SPENT IN THE SLAMMER!

ALL YOU DID WAS WALK, HUH? BREATHE IN THE FALL AIR? LISTEN, TURKEYS! I'VE BEEN AROUND! AND SO HAS SPIDER-MAN!

WHY DON'T YOU JUST SEND HIM AN ENGRAVED INVITATION ASKING HIM TO ESCORT YOU BACK TO JAIL!

S-SEE? I S-SAID HE'D BE MAD!

SHUT UP, PIGEON!

SO SPIDER-MAN NABBED ME AN' SUGAR FACE FOR MUGGIN'! AND PIGEON HERE FOR PICKIN' SOMEBODY'S POCKET! BIG DEAL!

BEIN' SO ALMIGHTY SMART, MISTER FANCY ENGINEER, DIDN'T STOP HIM FROM CATCHIN' YOU PUSHIN' HEROIN!

NO! BUT IT DID PUT ME IN A POSITION TO MAKE FRIENDS WITH THE VULTURE!

AND WORKING IN THE MACHINE SHOP LIKE I DID MADE IT REAL EASY TO SMUGGLE SUPPLIES TO HIM...

...AND TALK TO HIM... LOTS!

Y-YEAH! THAT OLD DUDE WAS SO LONELY HE'D TALK TO ANYBODY!

PARTICULARLY SOMEONE WHO ADMIRED HIS ENGINEERING GENIUS!

AND WHO HAD THE BRAINS TO USE THE INFORMATION HE'D GIVEN ME...ONCE WE WERE OUT!

GIMME A BREAK, HONCHO!

IF THAT OLD DUDE THOUGHT YOU WERE SMART ENOUGH TO MAKE US VULTURE WINGS LIKE THIS...

...HE'D NEVER HAVE SAID ***ONE WORD*** TO YOU!

TRUE! NOR DID HE FIGURE WE'D BE SUCH MODEL PRISONERS AND GET OUT OF STIR THIS FAST!

...BUT WHETHER HE LIKES IT OR NOT, HE HATES ***SPIDER-MAN*** AS MUCH AS WE DO...

...AND HE GAVE US THE MEANS TO DESTROY HIM-- ONCE AND FOR ALL! SO LET'S DO IT!

GRIPES, PUT THOSE AWAY!

I'VE DESIGNED WEAPONS TO GO WITH THE COSTUMES BUT ***THIS*** IS A ***SCOUTING*** EXPEDITION, REMEMBER?

WE HAD A LITTLE TROUBLE WITH OUR SUITS EARLIER AND WE'RE GONNA FLY AROUND AND TEST THEM OUT!

NOW SPLIT UP! STAY IN TOUCH THROUGH THE MIKES I BUILT INTO OUR HOODS!

AND IF ONE OF YOU SPOTS ***SPIDER-MAN***, UNDER NO CIRCUMSTANCES WILL YOU TACKLE HIM ALONE!

CALL THE REST OF US-- AND JUST ***WATCH!*** WE'RE GOING TO WAIT TILL WE CAN CATCH HIM AT A REAL DIS-ADVANTAGE!

AND THEN WE'RE GOING TO ***MORE*** THAN SIMPLY ***DESTROY*** HIM!

MEANWHILE, IN PETER PARKER'S CHELSEA APARTMENT...

I WASN'T BEING PARANOID!

YOU DID ESCAPE FROM THE BAXTER BUILDING!

SNUCK INTO MY APARTMENT... THROUGH MY SKY-LIGHT, MAYBE... AND DISGUISED YOURSELF AS MY OLD COSTUME...

...JUST TO TRAP ME! TO MAKE ME THINK I WAS WEARING MY OLD DUDS...

...AND ALL THE WHILE, YOU'D BE BONDING WITH ME... TRYING TO TAKE ME OVER!

BUT YOU WERE SCARED FOR ME TO VISIT THE FF, WEREN'T YOU? SCARED I'D LEARN THE TRUTH!

CRUNCH-

ANNGGG!

YOU HAD TO KEEP ME AWAY FROM THE BAXTER BUILDING AT ALL COSTS, EVEN IF IT MEANT REVEALING YOUR TRUE IDENTITY!

WELL GET THIS, YOU ALIEN CREEP! WE'RE PAYING REED RICHARDS A VISIT, WHETHER YOU LIKE IT OR NOT!

GOTTA REACH THE *BAXTER BUILDING!* MAKE REED GET IT *OFF!* IF HE *CAN!*

WHAT IF IT'S BONDED WITH ME *ALREADY?!?*

NO! DON'T PANIC! KEEP CALM!

I'LL SWING THERE! IT USED TO OBEY MY MENTAL COMMANDS! GOTTA MAKE IT SHOOT A *WEB LINE!*

SHOOT! *SHOOT!* DARN YOU!

SWELL!

NOT THE DIRECTION I HAD IN MIND!

NICE TRY, ALIEN, BUT NO DICE! I'LL JUST SWING 'ROUND AND--

THOP!

IT LET GO OF THE WALL! I DON'T BELIEVE IT!

VERY FUNNY, YOU ALIEN MONSTROSITY! SO FIRE *ANOTHER* ONE! *FIRE!*

WRONG AGAIN!

GET OFF OF ME, ALIEN!

BLAST YOU, GET OFF!

HEY! CAN'T LET GO OF THE POLE!

AND NOW I'M SWINGING BACK-WARDS!

TRYING TO MAKE ME YOUR PUPPET, ARE YOU, MONSTER?

CRASH!

WELL, IT WON'T WORK!

SMASH!

CAN'T LET IT WORK! CAN'T--

OUCH.

SLAM!

WHILE BLOCKS AWAY...

MAY! MAY PARKER!

MARY JANE! WHAT'RE YOU DOING HERE?

BUYING A PRESENT FOR THE OSBORNES' NEW BABY! PETE AND I ARE THE GOD PARENTS!

I DIDN'T KNOW! I HADN'T SPOKEN TO MY NEPHEW SINCE WE HAD OUR ARGUMENT!

I'M FURIOUS AT HIM FOR DROPPING HIS GRADUATE STUDIES IN BIO-PHYSICS!

I-I'VE HEARD! BUT MAY, BEING A *PHOTOGRAPHER*'S NO DISGRACE! AND PETE'S GOOD!

LOOK! HIS *SPIDER-MAN* PHOTO'S IN THE BUGLE AGAIN!

SPIDER-MAN IS A MENACE, MARY JANE! I'VE READ THE BUGLE'S EDITORIALS!

I DON'T LIKE PETER TRAIPSING ALL OVER TOWN AFTER HIM! AND THAT'S NOT THE *POINT!* PETER LET HIS *DREAM* DIE!

BUT MAY, WHAT IF HE HAS A *NEW* DREAM? DOES IT MATTER *WHAT* HE DOES AS LONG AS HE'S *HAPPY?*

BUT HE WAS HAPPY BEING A *SCIENTIST!*

AND A PHOTOGRAPHER!

AND *SPIDER-MAN*-- THOUGH I'M THE ONLY ONE WHO KNOWS IT!

THAT ONE'S PERFECT, MAY! *BUY* IT!

MAYBE *LATER*, SWEETIE! I'M HAVING A FEW LITTLE MONEY PROBLEMS WITH THE HOUSE!

NOTHING TO WORRY PETER WITH-- BUT I REALLY CAN'T SPEND THE MONEY RIGHT NOW!

MEANWHILE...

HEY! LET ME GO YOU ALIEN CREEP! LET ME--!

WAIT! SURE I'M SCARED! BUT I CAN'T PANIC! IT'S THE PANIC THAT'S BEATING ME...NOT THE COSTUME!

HEY, GET OUTTA HERE, YOU COSTUMED LUNATIC! WHAT'RE YOU DOIN' OUT THERE, TWITCHIN' AN' MUMBLIN' TO YOURSELF?

YOU ON DRUGS OR WHAT? I'M WRITIN' THE BUGLE, IT'S A DISGRACE...

SHEESH!

THERE'S SPIDER-MAN! HONCHO SAID TO FIND HIM AND--

HEY, WHAT'S WRONG WITH HIM, ANYWAY? HE'S JERKIN' 'ROUND LIKE HE'S HAVIN' SOME KIND OF FIT!

SLAM!

DON'T ATTACK HIM, HONCHO SAID! JUST SIGNAL THE OTHER VULTURIONS WHEN I'VE FOUND HIM!

AN' KEEP MY EYE ON HIM TILL THEY ARRIVE!

DON'T PANIC! STAY CALM! THINK IT THROUGH! ASSESS THE SITUATION! I'M SMARTER THAN IT IS...

I HOPE!

AND I'VE STILL GOT THE PROPORTIONAL SPEED, AGILITY AND STRENGTH OF A SPIDER!

I CAN STILL STICK TO STUFF! ALL MY INNATE POWERS ARE INTACT!

EXCEPT MAYBE MY SPIDER SENSE! IF IT WAS WORKING, IT OUGHTA BE SHRIEKING!

WISH I HAD MY WEB SHOOTERS! TOUGH! IF I CAN'T SWING TO THE BAXTER BUILDING, I'LL JUST HAVE TO WALK THERE!

THE COSTUME CAN'T STOP ME FROM DOING THAT!

WRONG AGAIN, HUNH? YOU'RE A *MIND-READER*, RIGHT? IT FIGURES!

YOU KNEW MY THOUGHTS WELL ENOUGH TO OBEY MY MENTAL COMMANDS A WHILE BACK!

NO REASON THAT SHOULD STOP NOW!

SO YOU WON'T LET ME *WALK*, HUH? THEN LET'S SEE YOU STOP ME FROM HITCHING A *RIDE*!

I HAD TO ASK!

MY *SPIDER-SENSE* GOING OFF LIKE CRAZY! BUT WHY *NOW*?!? *AFTER* I ALMOST FELL TO MY DEATH?

I HEARD YOU WERE HOT STUFF, SPIDER-MAN! BUT YOU'RE ACTIN' LIKE A DUDE ON A *BAD TRIP!*

BOSS SAID NOT TO TACKLE YOU ALONE, BUT WAITIN' FOR THE OTHER *VULTURIONS'D* BE A WASTE OF TIME!

ALIEN? WHAT ARE YOU, MAN, A *PSYCHO?* WHAT'RE YOU TALKIN' ABOUT?

THAT'S SOME WEIRD COSTUME YOU GOT THERE! IT'S WHIPPIN' 'ROUND LIKE IT'S *ALIVE!*

NO KIDDIN'? WHO ARE YOU, ANYWAY? AND WHAT'RE YOU DOING IN THE VULTURE'S COSTUME? ARE YOU WORKING *WITH* HIM?

THIS'LL TEACH ME NOT TO ASK QUESTIONS I'D JUST AS SOON NOT HAVE ANSWERED!

FRIENDS OF YOURS, ALIEN? *HAPPY* NOT THAT THEY'RE FLYING ME AWAY FROM THE BAXTER BUILDING?

YOU NOTICED, DID YOU? WELL, WHAT DO *YOU* THINK?

I HEARD YOU HERO-TYPES WERE *STUCK UP*, BUT THAT'S RIDICULOUS!

HONCHO SHOULD'A LET ME BRING THE *GUN!* BUT THE SHAPE YOU'RE IN, WHO NEEDS IT!

I'LL JUST FIND ME A TALL BUILDING TO *SPLAT* YOU AGAINST!

:SHEESH!: WHY DOES EVERY CROOK IN TOWN HAVE TO BE A STAND UP COMEDIAN?

T-THERE HE IS, *HONCHO!*

YEP! LOOKS LIKE YOU IGNORED ORDERS, GRIPES!

TOOK ON *SPIDER-MAN* ALL BY YOUR LONESOME! YOU'RE LUCKY YOU DIDN'T GET YOURSELF SPLATTERED ALL OVER THE PAVEMENT!

M-MAN, SOMETHIN' ABOUT THESE SUITS MAKES US S-STRONG...

...BUT I AIN'T *NEVER* THOUGHT O-ONE OF US COULD BEAT *S-SPIDER-MAN* SINGLE-HANDED!

IT'S NOT JUST *US*, PIGEON! IT'S HIS *COSTUME!* *LOOK* AT IT! IT'S GOT HIM HOG-TIED!

YEAH, HONCHO, I NOTICED THAT!

LONG AS HE'S IN A STRAIGHT JACKET, WANT ME TO TAKE HIM HIGH AS I CAN AND *DROP HIM?*

A FALL LIKE THAT WOULD KILL EVEN THE GREAT *SPIDER-CREEP!*

HEY! HELPPP!

DON'T *LIKE* THAT, DO YOU? IF I'M DEAD, WHO'LL BE YOUR *PUPPET*, RIGHT?

HONCHO! HELP! THE *COSTUME!* IT'S COMIN' AFTER *ME!*

WINGS AND A COMMAND OF THE OBVIOUS? A WINNING COMBO! WHO ARE YOU BOZOS?

AND HOW LONG HAVE I BEEN OUT?

BONGG! BONGG!

CHURCH TOWER'S RINGING VESPERS! WHAT TIME DOES THAT MAKE IT? FIVE? SIX?

GOT TO GET LOOSE! *NOW!*

BONGG! BONGG!

SHOOT, DARN YOU!

RATS! YOU DON'T WANT ME *DEAD*, BUT YOU WON'T HELP ME GET *AWAY*, EITHER, WILL YOU, ALIEN?

ALIEN?

GUESS WE'LL HAVE TO DO THIS THE OLD FASHIONED WAY!

CHOK!

BONGG! BONGG!

HONCHO! TROUBLE!

SUGAR FACE! PIGEON! HE'S KNOCKED GRIPES OUT!

NOW HE'S LEAPING--

OBSERVANT LAD! LOOK OUT BELOW!

WHAP!

ugh!

THREE DOWN! ONE TO GO!

BONGG! BONGG!

TO THE BAXTER BUILDING, JAMES, AND DON'T SPARE THE HORSES!

SPLASH!

ALL I WANT IS A RIDE TO FF HEADQUARTERS, SO WHY DON'T YOU JUST COOPERATE?

YOU CAN'T SHAKE ME OFF--I'VE GOT STICKING POWER!

SO LET'S GET GOING! REED RICHARDS' *SONIC BLASTER*'S THE ONLY THING I KNOW THAT'LL--!

NO! I CAN'T COUNT ON REACHING REED IN TIME! *GOT* TO GET THIS ALIEN OFF MY *BACK*-- NOW!

BUT *HOW*?

BONGG! BONGG!

EUREKA! HOW CAN I HAVE MISSED IT! SONICS!

HEY! I CAN'T SEE!

NO KIDDING! DOWN, JAMES! HEAD FOR THAT BELL TOWER!

HEY! DON'T TELL ME, ALIEN? YOU DON'T LIKE WHAT I'M THINK-ING, RIGHT?

WELL, I DON'T LIKE WHAT YOU'VE GOT IN STORE FOR ME EITHER!

ALIEN? WHAT'RE YOU TALKING ABOUT? YOU CRAZY?

WHAT'RE YOU DOIN'? YOU'RE PULLIN' OUT MY PINIONS! I WON'T BE ABLE TO STEER!

AWWW! POOR BABY! YOU MAY CALL YOURSELF A VULTURION, PAL...

...AND WEAR A VERSION OF THE VULTURE'S COSTUME...

...BUT THE *VULTURE* WOULD NEVER LET ME *NEAR* ENOUGH TO PULL A STUNT LIKE *THIS!*

...AND NO ALIEN *BODY SNATCHER'S* GONNA *STOP* ME!

BONG! BONG!

SOUND-- A BLAST OF *TRUMPETS*-- SHATTERED JERICHO'S WALLS, BUBBIE!

I'M GAMBLING A *PEAL OF BELLS* 'LL SHATTER THIS *COSTUME*...

BONG!

...BEFORE IT SHATTERS *ME!*

NO! THE NOISE! THE *PAIN!* I CAN'T STAND IT!!!

BONG!

GO ON! GET OUT!

YOU MAY BE A CROOK... BUT I DON'T WANT YOUR *DEATH*... ON MY CONSCIENCE!

SOUND! THAT'S THE ANSWER, ISN'T IT?

THESE BELLS MAY TURN MY BRAINS TO JELL-O, BUT IT SURE AS HECK'S GONNA GET YOU, PAL!

BONGGGG!

BONGGGG!

DON'T YOU SEE? I COULDN'T *STAND* BEING A PUPPET! I'D RATHER *DIE!*

AND WHAT GOOD WOULD I BE TO YOU THEN?!

BONGGG!

MIGHT... AS WELL JUST *LEAVE*... GO BEFORE...

...I LOSE MY SENSE OF *HUMOR* ABOUT THIS...

BONG!

BONGGG!BONG
ONGGG!BONG

FUNNY...

...CAN'T HELP THINKING ABOUT...

BONGGG!
BONG!
BONGGGG!BONG

...AUNT MAY...

BONGGG!

AUNT MAY... MAD AT ME... FOR QUITTING GRAD SCHOOL! WISH I'D HAD THE CHANCE... TO MAKE IT UP TO YOU... AUNT MAY...

...'CAUSE ONE DAY...SOMETHIN' LIKE *THIS*...WAS BOUND TO HAPPEN...

AN' MARY JANE...YOU KNEW...MORE THAN ANYONE... HOW DANGEROUS IT WOULD BE...

...TO LOVE SPIDER-MAN...

HARRY'S BABY... MY GODSON...NEVER HAD...A GODSON BEFORE...

BONGGG!

BONGGGG!

ON ITS HOME WORLD, THE SYMBIOTE IS AN EMOTIONLESS BEING WHO PREYS ON EMOTIONLESS OTHERS!

BONG!

BONGGG!

HOWEVER, FATE HAS PAIRED IT WITH AN EMOTIONAL BEING WHO FEELS INTENSELY...FEAR GREED, EXCITEMENT, RESPONSIBILITY, LOVE!

BUT SYMBIOSIS IS A TWO-WAY STREET!

BONGGG!

BONGGGG!

BONGGG!

THE ALIEN COSTUME IS INTELLIGENT. IT HAS LEARNED TO FEEL.

BONGGG!

BUMP!

BUMP!

BUMP!

BUMP!

BUMP!

BONGGG!

BONGGGG!

AND IN FEELING, TO ACT!

BONGGG!
BONGGGG!

IN A VERY SHORT WHILE PETER PARKER WILL AWAKEN AND WONDER... WHY DID IT SAVE HIM?

IT'S A QUESTION THAT WILL HAUNT HIM FOR THE REST OF HIS LIFE!

FINI.

THE NEW WEB OF SPIDER-MAN™

by **Dwight Jon Zimmerman**

It began as the brainchild of Marvel Editor-in-Chief **Jim Shooter** and has quickly become the most talked about new series since **SECRET WARS** — weeks before the first issue hits the stands! What sort of comic could spark such a Bullpen-burying torrent of letters? Only the debut of a new comic book series that combines the efforts of some of Marvel's most exciting talents with one of its most famous super heroes! The result is a whole new world of stunning monthly adventures about everyone's favorite wall-crawler in **WEB OF SPIDER-MAN**!

As if that weren't enough of a blockbuster, the first issue kicks off with the story that Spidophiles everywhere have been demanding to read — the final confrontation between **Spidey** and his new costume! **Louise Simonson**, who has already gained an enthusiastic following with her scripting on **POWER PACK** and **STARRIORS**, continues for the first three issues of **WEB**, the chronicling of **Spider-Man** that she began in **TEAM-UP**. Then, with the fourth issue, **Danny Fingeroth**, the long-time **Spider-Man** editor himself, takes over the writing helm! In addition, penciler **Greg LaRocque** carries over to the new series the pulse-quickening visuals that were his hallmark on **TEAM-UP**. Riding herd over all is the new **Spider-Man** editor, **Jim Owsley**, who confesses that he feels like he's in the ultimate catbird seat.

"I feel honored and nervous," **Jim** said. "**Spider-Man** is *the* character around here, so to be the new guy on the editorial block, and to be entrusted with this line of titles is very flattering. At the same time, it's an awesome responsibility. I hope I don't fall on my face and make everybody laugh at me."

There is little chance of that, for there are many exciting plans in the works, not just for **WEB**, but for all the **Spider-Man** comics! The final battle between **Spidey** and his costume promises to be only the first in a long line of events and surprises in **WEB OF SPIDER-MAN** alone. "I'm introducing some new villains," **Louise** said. "They are called **the Vulturions**. They're some people who have managed to steal and duplicate **the Vulture's** costume. And they wind up giving **Spidey** a lot of problems!" **Louise** also mentioned that her stories begin to explore **J. Jonah Jameson's** activities, now that he's turned the operations of the Daily Bugle over to **Robbie Robertson**. "It starts out as a secret project," **Louise** said. "**JJJ** is mad at **Robbie** because he refuses to continue **Jonah's** anti-**Spidey** campaign in the Bugle. So **JJJ** starts work on reviving **NOW** magazine as a slick format to continue his attacks on **Spider-Man**.

It is with the fourth issue that things will really take off. But what happens then must remain a mystery because as regular **WEB** scripter **Danny Fingeroth** said, "The story is a mystery, so I can't tell too much for fear of spoiling the suspense. But I will say that **Doc Ock** returns. And he is the pawn of this mystery villain who will be making **Spidey's** life very miserable."

The concept of transforming **MARVEL TEAM-UP** into **WEB OF SPIDER-MAN** began months ago when Editor-in-Chief **Jim Shooter** explained his new idea to then-**Spider-Man**-editor **Danny Fingeroth**. "I was resistant to it at first," **Danny** said. "I was worried about how we could keep a distinct identity for the new title." But the more he got involved with the project, the more possibilities he saw, and the more excited he became. So much so, in fact, that when **Danny** left his editing position to again become a freelance writer, everyone agreed that he should take over regular scripting chores on **WEB** after **Louise's** stint was over.

In the overall plan of keeping the **Spider-Man** comics different from each other, **WEB** will primarily focus on **Peter's** professional life. "Obviously, all the people in all the **Spider-Man** comics will be used to varying degrees in each title," **Jim Owsley** said. "But **WEB** will tend to concentrate on **Peter's** association with **J. Jonah Jameson's** revived magazine, **NOW**. **Peter** will also be taking some photography lessons. He has to, because **JJJ** wants him to become a world-class photographer in keeping with this up-scale slick magazine. And as a result of his work on the magazine, **Peter** will be traveling more. We are thinking of taking **Spider-Man** to London. Marvel UK, the British publisher of Marvel Comics, is dying to have **Spidey** in London. They produce their own original stories about **Spidey**. But all those British stories are set in New York. By us publishing stories of **Spider-Man** in London, Marvel UK can then do their own adventures of **Spider-Man** in the

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Spider-Man has serious wardrobe problems in **WEB OF SPIDER-MAN** #1!

UK. For the same reason our French publishers would like to see **Spidey** in Paris. So with **Peter** becoming the world-class photographer that we hope happens, all this — and adventures in other exotic locations, too — will be possible."

The task of ensuring that the identities and continuities of **AMAZING SPIDER-MAN**, **PETER PARKER, THE SPECTACULAR SPIDER-MAN** and **WEB OF SPIDER-MAN** stay distinct and consistent might appear formidable. But **Jim** had a quick response to that concern. "**Danny Fingeroth**, my predecessor, created an excellent way of solving this potential problem," **Jim** said. "It's the **Spider Writers' Conference**. It's a regular once-a-month meeting where the editor and all the **Spider-Man** writers get together for lunch and discuss their plans. Mostly we eat. But once we're done eating, and have eaten everything in sight, we start tossing out ideas and informing each other about what we're doing. It's a great system."

It was during one of these conferences that the details of the first issue of **WEB** were worked out. Everyone agreed that the first issue of **WEB** should have the final battle between **Spidey** and his new suit. But as **Danny** who was the then **Spider-Man** editor then recalled, *how* it would be done was another matter.

"It turned into a big controversy," **Danny** said, "because **Al Milgrom**, the writer of **PETER PARKER**, **Tom DeFalco**, the writer of **AMAZING**, **Louise** from **TEAM-UP** and I all had different ideas on how it should be done."

It quickly emerged that their real difficulty lay not in how the confrontation between **Spidey** and his costume should happen, but in selecting which one of all the great ideas that were being tossed out during the conference should be used. Fortunately, the choice was made, and **Louise** had the springboards she needed to complete the landmark first issue of **WEB OF SPIDER-MAN**.

When asked about her writing stint on **Spider-Man**, **Louise** said enthusiastically, "It was a lot of fun! **Spider-Man** was the first character I read who made me understand what super heroes are all about. And I think that **Spider-Man** is so special that it is virtually impossible to write him badly!"

Danny added, "Everyone in this industry, I've noticed, gets passionately involved with whatever project he's working on. And I'm the same way. When I became the editor of the **Spider-Man** comics, I found myself quickly becoming obsessed with **Spider-Man**. Quite often, when I was reading a newspaper story about some crisis, I'd catch myself wondering, 'Gee, how would **Spider-Man** have handled this?' Not too long ago I was sitting in a park, working on a **WEB** plot. And things were really cooking! I was writing a fight scene between **Spidey** and these truck hi-jackers in a dark warehouse — and I was really getting into the fight! I couldn't wait for **Greg LaRocque** to draw it! As you can guess, I'm really happy to be writing **WEB**, and I'm also happy that **Greg** is the artist. He did great stuff on **TEAM-UP** and he's really thrown himself into **WEB** and produced art that really shines!"

"The teams on all the **Spider-Man** comics are all fantastic," **Jim Owsley** said. "They all work well together. And they all understand each others' needs. One of the reasons for that is that all three writers of the **Spider-Man** comics used to be editors of the **Spider-Man** titles as well! And here I am, the new editor, trying to tell them what to do! But there are no problems with anyone. We all live in the New York City area, so phone calls and face-to-face communication are real easy. This is really important because **Spider-Man's** world has to remain consistent. And communication between all the people writing his adventures ensures that happening."

Along with the advent of **WEB OF SPIDER-MAN**, another important change has been made. The schedule of the **Spider-Man** comics was restructured so that now a new **Spider-Man** comic comes out every week beginning in **December**! So hang out your Christmas stockings over the fireplace early because if you've been good, you just might find in that stocking a Christmas copy of **WEB OF SPIDER-MAN** #1!

A VERY SPECIAL ANNOUNCEMENT

Next month will see the appearance on your newsstand of double-sized MARVEL TEAM-UP #150, starring Spider-Man and the X-Men! It's a wild-and-wooly Simonson, LaRocque, Esposito tale of our heroes taking on not one, but two Juggernauts! But, aside from the fact that I think it's gonna be a great issue, it has a special significance.

It's the last issue of MARVEL TEAM-UP.

Shed no tears, though. Sales on TEAM-UP have actually been terrific, and climbing steadily every month. Then why are we cancelling it?

Because, five weeks after TEAM-UP #150 appears, you will see the premiere of a new Spider-title, THE WEB OF SPIDER-MAN! So you'll still have your third helping (or fourth, counting MARVEL TALES' classic reprints) of the web-slinger every month. Now, however, we won't be tied to the team-up format. If a given story — in any of the Spider-mags — calls for a guest-star, we'll never hesitate to bring that story to life. But if the story seems better suited to a solo Spider-Man, then we'll do it that way. I think you'll find that this way, the wall-crawler's crossovers with the rest of the Marvel Universe will be both surprising and exciting. As usual, I'm sure you'll tell me just how you feel about it. I'm looking forward to your letters.

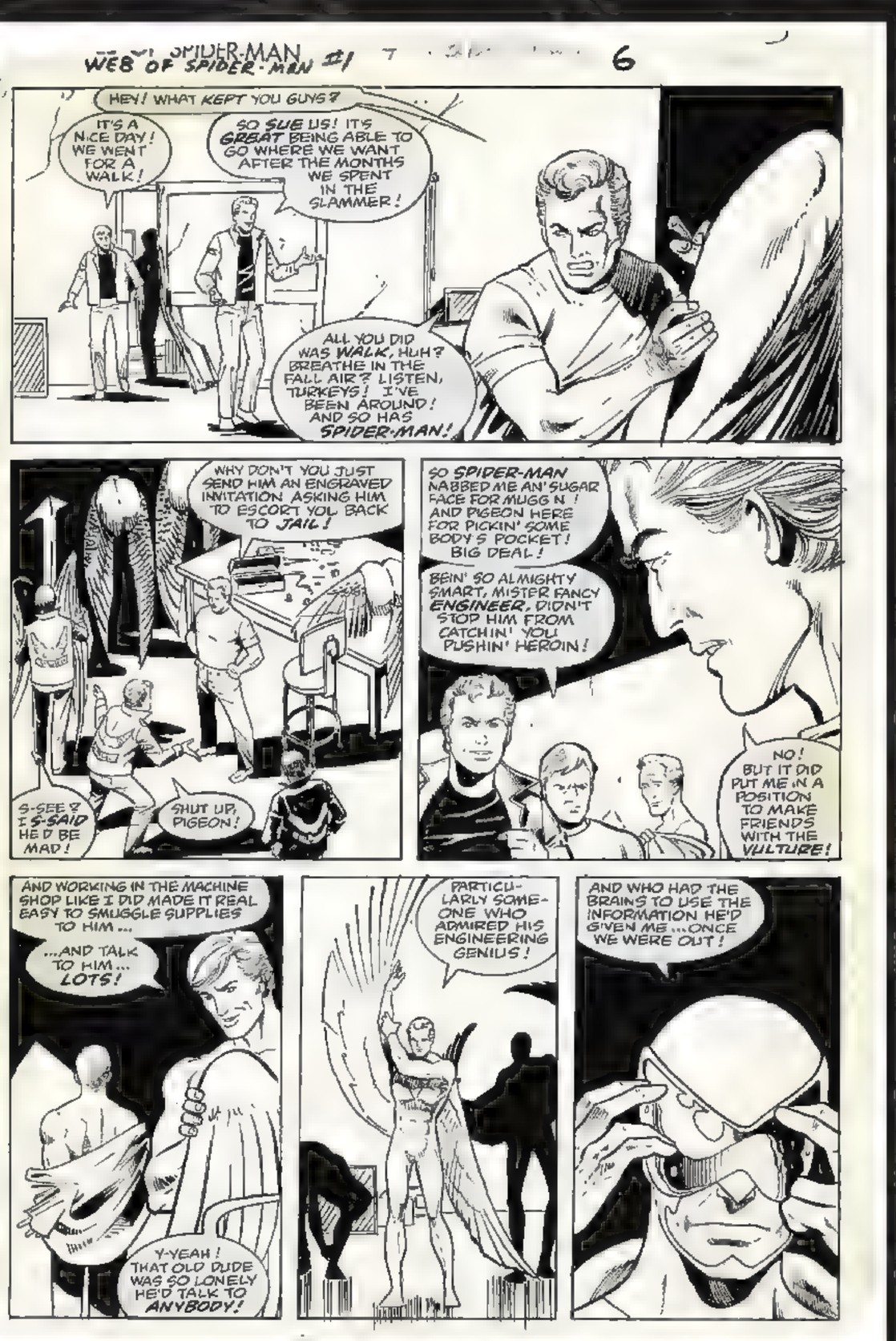
Anyway, do be here for the next and final issue of MTU. We're goin' out with a bang.

MARVEL TEAM-UP is dead! Long live the WEB OF SPIDER-MAN!

Danny Fingeroth

POST MORTEM DEPARTMENT:

As you may know by now, this is the final issue of MARVEL TEAM-UP. But, fear not TEAM-UP fans; you haven't seen the last of Spidey and his (ahem) amazing friends. In six short weeks, look for the debut of an ALL-NEW Spider-Man title, "THE WEB OF SPIDER-MAN." Louise Jones and Greg LaRocque have prepared an epic kick-off issue, which features the final showdown between the Web-Slinger and his black MARVEL SUPER HEROES SECRET WARS costume. It's the oddest team-up — and love story — ever in Spider-Man history. Take it from me ... I've seen it. In six weeks, you will, too.



WEB OF SPIDER-MAN #1, PAGES 5 & 14 ART BY GREG LAROCQUE & JIM MOONEY

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STAN LEE PRESENTS: SPIDEY AND-- THE UNCANNY X-MEN--TOGETHER!

'TIS BETTER TO GIVE! PART II

LAST ISSUE: Cain Marko, the rampaging *Juggernaut*, journeyed to the *Temple of Cyttorak*, deep in the Asian jungle. His mission—to retrieve the *Ruby of Cyttorak* (the magical gem which endowed him with his incredible strength and stamina) and present it as a birthday gift to his friend, mutant super-villain, *Black Tom!* TV news reports alerted *Spider-Man* and the *X-Men* to the return of their unstoppable foe. Now, our heroes must locate him in time to stop the mayhem that's about to break out at Black Tom's birthday bash . . .

AAARRRGGGHHH! MY CLOTHES! I'M--

RRRRIIIIIPPPP!

WHAT'S THE MATTER, TOM? DON'T YOU *LIKE* IT?

LOUISE SIMONSON
WRITER
GREG LAROCQUE
PENCILLER
MIKE ESPOSITO
INKER
JANICE CHIANG
LETTERER
BOB SHAREN
COLORIST
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

THE DOUBLE-SIZED *MARVEL TEAM-UP #150* WAS SPLIT INTO TWO CHAPTERS FOR ITS REPRINT IN *MARVEL TALES #237-238*. TO MAKE THE BREAK LESS NOTICEABLE, ISSUE #238 BEGAN WITH THIS NEW PAGE.

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AND THE

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BUT HE'S NO LIGHT WEIGHT!

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SPIDEY'S BACK IN BLACK!

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GOOD GRIEF!!!

WHAT HAS 6 LEGS, 4 EYES AND AN ATTITUDE ?
THE SPECTACULAR

SPIDER-KID™!

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SPIDER-MAN'S GREATEST FASHION DISASTER CONTINUES!

With his symbiotic black costume safely removed and imprisoned for study, Spidey re-dons the classic red-and-blues to battle fearsome foes including Hobgoblin, Silvermane and the Kingpin! And when the Black Cat whips him up a homemade version of his ebony ensemble, Spidey can embrace a modern look that only looks killer. But while Peter thinks he's done with his rather clingy former suit, the sinister symbiote isn't finished with him — and when it escapes and seeks out its former host, Spidey will have to do some quick thinking to avoid becoming a permanent part of the alien duds! Guest-starring the Human Torch, Thor and the X-Men!

Collecting *Marvel Team-Up (1972) #146-150*, *Peter Parker, the Spectacular Spider-Man (1976) #96-100* and *Annual #4*, *Amazing Spider-Man (1963) #259-263* and *Annual #18*, and *Web of Spider-Man (1985) #1* — written by Cary Burkett, Louise Simonson, Al Milgrom, Bill Mantlo, Tom DeFalco, Bob Layton and more; and illustrated by Greg Larocque, Bret Blevins, Al Milgrom, Herb Trimpe, Kerry Gammill, Ron Frenz, Bob Layton and more.

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